

BY-LAWS
OF
HUMANE SOCIETY OF GARLAND COUNTY

ARTICLE I ORGANIZATION

The name of the organization shall be the Humane Society of Garland County, Inc.(Here in after known as the "Corporation"). The primary scope of the services for this Corporation shall be limited to Garland County, Arkansas.

ARTICLE II PURPOSES

The purpose of this Corporation shall be:

1. To educate the citizens of Garland County, Arkansas in the proper, humane treatment of animals;
2. To prevent all forms of cruelty to animals by every legitimate means;
3. To provide a temporary refuge for stray, homeless and deserted animals and to place such animals in good homes whenever practical;
4. To receive and care for suffering animals;
5. To return lost pets to their rightful owners upon reasonable proof of ownership within a period of ten (10) days; and
6. To end the suffering in a humane manner of any animal which it is impractical to cure of its infirmities and in a humane manner, to dispose of any stray, homeless or deserted animals for which it is impractical to find a proper home.

ARTICLE III MEMBERSHIP

(A) Definition: Any individual, association, business, corporation or partnership having an interest in the mission and purpose of the Corporation, and who have paid membership dues as detailed in Article IIIB below, shall be deemed to be a member of the Corporation.

(B) Categories and Dues:

1. Individual adults = \$20 per year
2. Family membership = \$30 per year
3. Individual seniors (persons 55 years old or older) = \$10 per year
4. Bronze Corporate membership = \$100 per year
5. Silver Corporate membership = \$250 per year
6. Gold Corporate membership = \$500 per year

(C) Membership Criteria:

1. Members are not required to reside in Garland County.
2. Individuals shall not be eligible for membership if they are now or have been engaged in the commercial exploitation of animals. Additionally, individuals shall not be eligible for membership if they have been convicted of cruelty or neglected animals or have engaged in blood sports involving animals.
3. Membership is for the calendar year dues have been paid only.
4. Membership shall cease upon failure to pay membership dues, change in eligibility status, resignation or by failure to abide by the bylaws policies or rules herein. Membership fees are nonrefundable.
5. Membership rights are not transferable or assignable.

(D) Termination, Expulsion and Suspension of Members:

Pursuant to and consistent with the Arkansas NonProfit Corporation Act (A.C.A. 4-33-621), the Corporation reserves the right to terminate, expel, or suspend membership status of any member.

ARTICLE IV CORPORATE MEETINGS

(A) Annual Meeting: There shall be an annual meeting for the members of the Corporation and it shall be held at such a place, date and time as the Board of Directors shall determine.

(B) Special Meeting: The Board of Directors may call special meetings of the membership for any purpose or purposes. Any called special meeting shall be conducted using the same quorum, voting and procedural rules as the annual meeting. Special Meetings shall be called in accordance with the Arkansas NonProfit Corporation Act (A.C.A. 4-33-702).

(C) Meeting Notification: The Secretary shall, at the discretion of the Board, notify all members of annual or special meetings. The notice of meeting shall include place, date, time and purpose. All such notifications shall be sent by e-mail whenever practical and for members who have an e-mail address listed with the corporation. Traditional mail may be used for members who do not provide an e-mail address to the Corporation, and shall be mailed to the member at least 10 days in advance of the date set for the meeting.

(D) Quorum: A quorum shall be required for a membership meeting to conduct official business. A quorum shall be defined as a majority of Members present either in person or by proxy at the meeting of the membership.

(E) Purpose: The purpose of the annual meeting shall be (1) for the President and Chief Financial Officer to report on the activities and financial condition of the Corporation; (2) to elect Board members for the upcoming three-year class; and (3) consider any other matters raised consistent with A.C.A. 4-33-705. Additionally, the existing Board may provide operational updates to the membership on past and proposed future

transactions of the Corporation not already covered by the President and Chief Financial Officer.

(F) Voting: Each individual member shall be entitled to one (1) vote each; each family membership shall be entitled to one (1) vote; each Corporate Membership (at any level) shall be entitled to one (1) vote.

ARTICLE V BOARD OF DIRECTORS

(A) Duties: The Board of Directors shall be responsible for the management of the business, finances, operations and affairs of the Corporation. The Board of Directors shall have responsibility for overseeing the policies, procedures, operations, and management of the affairs of the Corporation.

(B) Qualifications: Board Directors must be members of the Corporation in good standing and must agree to abide all the bylaws of the Corporation. All Directors must be individuals.

(C) Number of Directors: The Board of Directors shall consist of no less than seven (7) and no more than nine (9) Directors. Additionally, three (3) nonvoting members of the Board shall be selected including one (1) veterinarian, one (1) attorney and the kennel Director.

(D) Elections and Terms of Office: At every annual meeting of the membership, the members shall elect from the ballot prepared by the Nominating Committee, Directors for a three (3) year term. A Director may serve no more than two (2) consecutive three (3) year term for a total of six (6) years. If a Director serves more than one (1) full year of a removed Director, then that Director shall only be eligible for election to one three (3) year term. To the greatest extent possible, one third of the total Board of Directors positions should be brought before the membership for a vote each year. Each Director shall continue in office for their full term until the election of a replacement Director or until his/her death, resignation, or removal. If the number of Directors drops below seven (7), the Board may elect a Board Member through a special meeting of the Board or may appoint an interim member to the Board, without membership approval, until the next annual meeting. Any interim member serving less than one year at the time of the next annual meeting, shall be considered eligible for election to two full three-year terms. Any interim member serving for one full year or more at the time of the next annual meeting, shall only be eligible for election to one full three-year term.

(E) Resignation: A Director may resign at any time by giving written notice to the Secretary. Such resignation shall take effect upon its receipt by the Secretary, and acceptance by the Board of Directors of such resignation shall not be necessary to make it effective.

(F) Removal: Any Director may be removed from the Board pursuant to the Arkansas NonProfit Corporation Act (A.C.A. 4-33-808).

(G) Quorum: At all meetings of the Board of Directors, the majority of the Board Directors shall constitute a quorum for the transaction of business.

(H) Voting: Each Director shall have one vote. Unless explicitly set forth as otherwise in these bylaws, or as otherwise required by Arkansas law, all votes, resolutions, and

other actions of the Board shall be by a majority vote of the Directors present at the meeting at which there is a quorum.

(I) Annual Board Meetings: The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members, upon notice as provided in Article V(M).

(J) Regular Board Meetings: Regular meetings of the Board of Directors shall be held periodically, but not less than quarterly, at such a place, and date, and time to be determine by the Secretary on behalf of the Directors. Notice shall be provided in accordance with Article V(M).

(K) Special Meetings: Special meetings of the Board of Directors may be called by the Secretary at the request of the Directors constituting a majority of the entire Board of Directors. Such meetings shall be called not less than five (5) days after notice to each Director, as provided in Article V(M). Further, the notice for such meetings shall state the purpose or purposes of the meeting, including the exact wording of any proposed changes to the Bylaws or Articles of Incorporation of the Corporation, and shall indicate at whose request the meeting is being called.

(L) Adjourned Meetings: a majority of the Board of Directors present at a meeting of the Board, whether or not a quorum is present, may adjourn such a meeting to another date, time, and place, provided that the Secretary shall give notice of such adjournment.

(M) Notice of Meetings: Written notice of any meeting, stating the place, date, time and, if such meeting is a special meeting, the purpose there of, shall be served personally or by facsimile, special delivery mail, email, express mail, or the substantial equivalent there of, and shall be given at least five (5) but no more than sixty (60) days before the date of the meeting. Unless served personally, the notice shall be directed to each Director at his or her address, email address or facsimile number as it shall appear on the records of the Corporation, or to such other address, email address or facsimile number as the Director shall have designated in writing. All meeting notices shall be given by, or at the direction of the Secretary. Board Meetings shall be closed to all except Board members.

(N) Waiver of Notice: Notice of a meeting need not be given to any Director who submits a signed waiver of notice, whether before or after the meeting, or if such Director attends a meeting and does not protest the lack of notice in writing prior to the conclusion of the meeting. If mailed, the waiver of notice shall be given when deposited in the mail, postage prepaid, and sent to the Secretary.

(O) Action Without a Meeting: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing to the adoption of a resolution authorizing the action. Any such resolution and the written consents thereto by the members of the Board of Directors shall be filed by the Secretary within the minutes of the proceedings of the Board of Directors. (See. A.C.A. 4-33-821).

(P) Telephone/Online Participation: Any one or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone call or similar communications equipment including online program such as Skype allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

(Q) Compensation: The Directors of the Corporation shall serve without compensation for their services as Directors. The Corporation shall reimburse each member of the Board of Directors for his or her reasonable, approved expenses in carrying out the Corporation's general operations.

(R) Participation and Contributions: The Board of Directors is considered a "working Board", which means that each Director shall be expected to attend regular meetings and participate in the Corporation's general operations. Specifically, a Director must attend at least two thirds (67%) regular meetings per year and demonstrate significant, active involvement with the Corporation's organized efforts to promote its stated purpose. Failure to do so may result in the Director being removed, as provided in Article V(F) above.

ARTICLE VI OFFICERS

(A) Officers: The officers of the Corporation shall be a President, Vice-President, a Secretary, and a Treasurer. All officers must be Directors of the Corporation. The same person may hold any two offices except the offices of President and Secretary must not be held by the same person.

(B) President: The President shall preside over all meetings of the Board of Directors and shall set the date, time and location of all meetings. The President shall have general active management of the business of the Corporation in coordination with the shelter directing manager. The President will foster communications to the community, coordinate connections with large donors, and organize Board meetings. The President may execute and deliver in the name of the Corporation any contracts or other instruments pertaining to the business of the Corporation.

(C) Vice-President: The Vice-President shall preside over all meetings in the absence of the President. The Vice-President shall oversee shelter/kennel operations and report to the board on issues pertaining to those operations.

(D) Secretary: The Secretary shall take and preserve minutes of all executive Board meetings of the Society, annual member meetings, and meetings of the Board of Directors regardless of whether or not a quorum is attained. The Secretary shall notify members and Directors of annual, regular and special meetings. The Secretary shall maintain records of all contracts, leases, debt obligations, and all other forms of agreements or instruments that the Corporation may be engaged in.

(E) Treasurer: The Treasurer shall be the custodian of all funds for the Corporation. The Treasurer shall maintain all financial records of receipts, deposits, tax information and make payments in a timely manner. The Treasurer shall present a Treasurer's report at each meeting of the Board of Directors including a current profit and loss statement, balance sheet and committee finances. The Treasurer shall prepare all checks to meet financial obligations of the Corporation and ensures that each check is appropriately signed.

(F) Elections: The officers of the Corporation may be elected by majority vote of the Directors at any meeting of the Directors at which there is a quorum, as defined in Article V(G).

(G) Terms: All officers of the Corporation shall hold their offices for one (1) year except for the Secretary and Treasurer who shall each hold their office for two (2) years. All officers shall exercise such powers and perform such duties as provided in these bylaws or, to the extent not so provided, as shall be determined from time to time by the Directors. Each officer shall hold his or her office until his or her successor is elected and qualified, or until his or her death, resignation or removal.

(H) Resignation: An officer may resign at any time by giving written notice to the Secretary. Such resignation shall take effect upon its receipt by the Secretary, and acceptance of such resignation by the Board of Directors shall not be necessary to make it effective.

(I) Removal: Any officer may be removed at any time, with or without cause, by a majority vote of the Directors present at a meeting at which there is a quorum, as defined in Article V(G).

(J) Vacancy: Any vacancy of an officer of the Corporation, whether due to death, resignation, removal, or any other cause, may be filled by a vote of the Directors in accordance with Article VI(E).

(K) Compensation: The officers of the Corporation shall serve without compensation for their services as officers of the Corporation.

ARTICLE VII COMMITTEES

(A) Standing Committees: The Corporation shall have standing committees to include, at a minimum, an adoption/shelter committee, a fund-raising/finance committee, a nominating committee and a governance committee. The President shall designate a chairperson and committee members for each standing committee. Each Committee shall have two or more Directors who serve at the pleasure of the board. (A.C.A. 4-33-825). Committee members shall stay with their designated committee as long as they remain on the Board, unless reassigned by the President.

(B) Special Committees: The Board of Directors may authorize, as it shall deem appropriate, the creation of one or more special committees including, but not limited to, membership committee and personnel committee. The members of a special committee shall be selected by the President of the Board, who shall designate the specific purpose of the committee, expected duration of the committee and reporting requirements for the committee.

(C) Committee Meeting Structure: The chairperson of each committee shall notify each committee member in writing of the date, time, and place of meeting. Quorum and voting rules for committee meetings will be the same as for Board meetings as detailed in Article V(G) and (H) respectively. The chairperson shall ensure that minutes of the committee's activities and meetings are prepared and submitted to the Secretary before regularly scheduled Board meetings. Action without a meeting rules and telephone participation rules will be the same as for Board meetings as detailed in Article V(O) and V(P) respectively.

(D) Nominating Committee: The Nominating Committee is responsible for creating, disseminating, receiving and reviewing applications of persons interested in serving as a Director. After review of the application, interview of the applicant and discussion

among Committee members, the Nominating Committee will report to the full Board its recommendations for potential Directors. After Board vote, the Nominating Committee will create the ballot of potential Directors which will be used by the Membership to elect Directors during the Annual Meeting.

ARTICLE VIII DISSOLUTION

(A) Process: The Corporation may be dissolved by not less than a two-thirds majority vote of the members in good standing at a properly constituted annual or special membership meeting.

(B) Distribution of Assets: - In the event of dissolution, all assets of this Association shall be first applied toward the payment of the just debts and liabilities of the organization. Any remaining assets shall be placed in the hands of a trustee selected by the membership in an interest-bearing account for ten (10) years, to be returned to the organization in the event of reorganization within this time. If there is no reorganization and no successor organization is organized within ten (10) years from the date of dissolution, all funds in the interest drawing account shall be paid, without restriction to any tax exempt, non-profit corporation engage solely in promoting the welfare of animals or to any national humane associations (such funds to be used by it solely in promoting the welfare of animals) as may be decided by trustee or trustees. Any such organization receiving said funds shall, at the time, qualify as exempt from the Federal Income tax under 501(c)(3) of the Internal Revenue code. Any of such assets not so disposed of shall be disposed of by the circuit court of the County in which the principal office of this Corporation is then located, exclusively to such organization or organizations, as said Court shall determine, which are organized and operating exclusively for such purposes.

ARTICLE IX AMENDMENTS

All amendments shall be reviewed by an attorney representing the Board of Directors prior to a vote being conducted at any meeting of the Board at which a quorum is present.