

**BY-LAWS OF
THE HUMANE SOCIETY OF
ST. THOMAS, INC.
(a non-profit corporation)**

(As amended, August 16, 2020)

ARTICLE I - OBJECTIVES

The primary objective of the Humane Society of St. Thomas, Inc., as set forth in the amended Articles of Incorporation, shall be the humane treatment, welfare of animals, and the control of animal overpopulation, through membership involvement.

ARTICLE II - PURPOSE

The purposes of this society are (1) to establish and maintain suitable facilities for the care, assistance, housing and disposition of abandoned animals; (2) to prevent cruelty to animals by all proper means, (3) to encourage, promote, and respect the human/animal bond through education and collaboration with other community service agencies; (4) to create a quality environment for all animals through its policies and presence in the community, (5) to provide euthanasia and disposition services of animals to residents of the community when necessary; (6) to provide veterinarian services to the residents of the community; (7) to undertake any other actions which will facilitate the purpose of this organization; and (8) in a manner consistent with the foregoing to serve as a charitable, educational and benevolent society without profit to its officers or members, all for the general public good, all pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.¹

ARTICLE III - OFFICES

The principal office of the Corporation in the U.S. Virgin Islands shall be located and maintained in St. Thomas. U.S. Virgin Islands, as designated in the Articles of Incorporation or as such location may be changed from time to time at the discretion of the Board of Directors. The Corporation may also maintain an additional office or offices at such other places within or without the Virgin Islands as the Board of Directors may, from time to time, designate.

ARTICLE IV - MEMBERSHIP

Section 1 - Qualifications for Membership

Members of the Humane Society shall be individuals, families, businesses, corporations or organizations who demonstrate support for the objectives and functions of the Humane Society and shall have paid dues.

Section 2 - Categories of Membership

- a) Individual: An adult meeting the membership qualifications set forth in Article III Section 1. One person entitled to one vote.
- b) Family: Two or more individual members of the same family and who meet the

¹ May 19, 2015 amendment by Board of Directors

- membership qualifications set for in Article III Section 1. Each family membership is entitled to one vote.
- c) Business: Small businesses with less than twenty (20) employees and which meet the membership qualifications set for in Article III Section 1. Each business membership is entitled to one vote.
 - d) Corporate: Businesses or organizations with more than twenty (20) employees or members and meet the membership qualifications set for in Article III Section 1. Each corporate membership is entitled to one vote.
 - e) Life: Members who meet the membership qualifications set for in Article III Section 1 and who have paid a single payment of \$5,000 or more. One person entitled to one vote.
 - f) Honorary: Honorary membership is granted to a person. Who in the judgment of the majority of the board has rendered meritorious service to the Society for a period of 10 years or more. Such honorary members are not eligible to vote, are not liable for dues, and may be re-appointed by the Board.
 - g) Junior: Full-time students under the age of 18 who meet the membership qualifications set for in Article III Section 1. Junior members shall have no voting rights and are not eligible for Director positions, but may participate in educational seminars offered by the Humane Society.
 - h) Companion Animal: A companion animal whose guardian has paid a \$5.00 annual fee. A companion animal shall have no voting rights and are not eligible for Director positions.

Section 3 - Payment of Dues

- a) Dues shall be payable prior to the annual meeting. Memberships shall renew approximately one (1) month prior to the annual meeting. Notices for renewal of memberships shall be sent out with the Notice for the annual meeting.²
- b) Dues, as this term is used in these By-Laws, is defined as contributions or donation or money.
- c) The dues payable by members in each category of membership are as follows. This amount may be changed by resolution of the Board of Directors published to the membership no later than December 15th of the year preceding the effective due date:

Junior	\$5.00
Companion Animal	\$5.00
Individual	\$35.00
Family	\$50.00
Business	\$150.00
Corporate	\$300.00
Life	\$5,000.00

Section 4 - Membership Rights

- a) Members have the right to vote in all elections as authorized by these By- Laws.
- b) Members have the right to serve on committees established by the Board.

² Amendment voted on at the 2016 annual meeting

- c) Members have the right to vote on all matters brought before the Board as authorized by these By-Laws.

Section 5 - Termination of Membership

- a) Any Member with dues in arrears for more than 90 days shall be deleted from the membership rolls and no longer considered a member.
- b) Any membership may be terminated by action of the Board of Directors for just cause, i.e. conduct prejudicial to the best interest of the Humane Society, or conduct contrary to the objectives of the Humane Society or adverse to the humane treatment and welfare of animals.

Section 6 - Transfer of Membership

Membership in this organization is not transferable or assignable.

Section 7 - List of Members

With respect to safeguarding the privacy of its membership, the Society, its employees, or agents shall not use or release for use any membership information when its intended use is for other than Society business except as required by applicable law.

ARTICLE V- MEETING OF MEMBERS

Section 1 - Annual Meetings

The annual meeting of the members of the Humane Society shall be held during a month to be determined by resolution of the Board of Directors, for the purpose of electing Directors and transacting such business as may properly come before the meeting. In no event shall more than 15 months elapse between meetings. The day and hour of the meeting shall be fixed by the resolution of the Board. The Board of Directors may reschedule this meeting for good cause, by majority vote. The Secretary prior to the annual meeting shall prepare a complete list of all members entitled to vote at annual membership meetings. The membership list shall be purged 30 days prior to the meeting.

Section 2 - Special Meetings

Special meetings of the members may be called at any time by the Board of Directors and shall be called by the President at the written request of a majority (50% + 1) of the members in good standing or as otherwise required under the requirements of Title 13 of the Virgin Islands Code, Sections 1-1501, et. Seq., as they may be from time to time amended.

Section 3 - Notice of Meetings

- a) Except as otherwise provided by Statute, written notice of each meeting of the Members,

whether annual or special, stating the time when and place where it is to be held, shall be posted at the Animal Shelter and served either personally or by mail or email upon each Member of record at the Member's address as it appears on the Humane Society's records, not less than twenty (20) or more than fifty (50) days before the meeting . Notice of a special meeting shall also state the purpose or purposes for which the meeting is called.

- b) Notice of any meeting need not be given to any person who may become a member of record after the mailing of such notice and prior to the meeting, or to any Member who attends such meeting, in person or by proxy, or to any Member who, in person or by proxy, submits a signed waiver of notice either before or after such meeting. Notice of any adjourned meeting of Members need not be given, unless otherwise required by statute.

Section 4 - Quorum

- a) Except as otherwise provided herein, or by the applicable provisions of the Virgin Islands Code, or in the Articles of Incorporation (such Articles and any amendments thereof being herein collectively referred to as the "Articles"), at all meetings of Members of the Humane Society, the presence at the commencement of such meetings in person or by absentee ballot of twenty-five (25) Members who are not also Directors shall be necessary and sufficient to constitute at quorum for the Members who are not also Directors shall be necessary and sufficient to constitute a quorum for the transaction of any business . The withdrawal of any Member after the commencement of a meeting shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.
- b) Despite the absence of a quorum at any annual or special meeting of Members, the Members, by a majority of those present may adjourn the meeting to a later date. At any such adjourned meeting at which a quorum is present, any business scheduled to be transacted at the original meeting may be transacted at the adjourned meeting.

Section 5 - Voting

- a) Except as otherwise provided by applicable provision of the Virgin Islands Code or by the Articles, any Humane Society action that needs to be authorized by vote of the Members shall be authorized, after a quorum having been established, by a majority vote of Members in good standing and entitled to vote and present, in person or by absentee ballot, cast at a duly called meeting of the Members.
- b) Except as otherwise provided by applicable provisions of the Virgin Islands Code or by the Articles of Incorporation, at each meeting of Members, each Member in good standing, regardless of membership classification (except Junior and Honorary Members), shall be entitled to one vote. A member shall be considered a Member in good standing and entitled to vote at the annual meeting if such membership was in effect as of 30 days prior to the annual meeting of that year, and any and all dues owed by the Member have been paid as of the date set forth in Article IV, Section 3(a) of these By- Laws. A Member shall be considered a Member in good standing and entitled to vote at any special meeting if any and all dues owed by the Member have been paid at least thirty (30) days prior to the date of the special meeting.

- c) Each Member entitled to vote may do so by absentee ballot and such ballot, if received prior to or at the meeting, may be counted in constituting a quorum.
- d) Any resolution in writing, signed by all of the Members entitled to vote thereon, shall be and constitute action by such Members to the effect therein expressed, with the same force and effect as if the same had been duly passed by unanimous vote at a duly called meeting of Members of such resolution so signed and shall be inserted in the Minute Book of the Corporation under its proper date.
- e) New members must be fully paid and members in good standing at least one (1) month prior to participating in a vote at the annual meeting. ³

Section 6 - Privileges of the Floor

The privilege of the floor for a reasonable length of time to be determined by the President shall be extended to all Members at the annual meeting.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 - Number, Qualification, Election and Term of Office

- a) The number of the Directors of the Humane Society shall be nine (9)⁴ unless and until otherwise determined by unanimous vote of the entire Board of Directors; but in no event shall the number of Directors be less than three (3).
- b) A Member must be considered in good standing and have been a member of the Humane Society for at least 30 days prior to becoming a candidate for a Director position. Members who are also employees of the Humane Society are not eligible for Director positions.
- c) Except as may otherwise be provided herein or in the Articles, the members of the Board of Directors shall be elected at the annual meeting of the Members by a plurality or the votes cast by such Members entitled to vote in the election, either in person or by absentee ballot. The first open Board seat goes to the Member candidate receiving the most votes, the second open Board seat goes to the Member candidate receiving the same or second highest number of votes, etc., until all open positions are filled.
- d) Each Director shall hold office for a term of three (3) years or until his successor is elected and qualified, or until his prior death, resignation or removal. The terms of the Directors are to be staggered into three groups of five Board seats.

Section 2 - Nominations

- a) The Executive Committee or a committee appointed by the President shall solicit and present nominations to the Board of Directors of qualified Members in good standing who support the objectives of the Humane Society and the humane treatment and welfare of animals, and who are willing to actively serve as Directors.
- b) The names of the nominees shall be posted at the Animal Shelter and mailed to each member along with the notice of the annual meeting and election; and shall be included on the absentee ballots provided.

³ Amendment voted on at the 2016 annual meeting

⁴ Passed by unanimous consent by the Board of Directors on August 16, 2020.

- c) Nominations for election to the Board may be made at the annual meeting by any Member entitled to vote and with the concurrence of two (2) voting Members. Any person so nominated must meet all other qualifications, must be in attendance and must indicate a willingness to actively serve if elected.

Section 3 - Duties and Powers

- a) The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Humane Society, and may exercise all powers of the Humane Society, except as are in the Articles or by applicable provisions of the Virgin Islands Code expressly conferred upon or reserved to the Members.
- b) The Board of Directors is authorized to prescribe the duties of all officers, committees and employees not inconsistent with the provisions of these By-Laws, and may, in its discretion, remove any officer or committee member. The Board of Directors is authorized to dismiss any employee of the shelter, in accordance with Virgin Islands law.
 - c) The Board of Directors, in its discretion, is authorized to terminate any membership for just cause or conduct considered prejudicial to the Humane Society.
 - d) The Board of Directors has the duty to review and evaluate the Policies and Procedures, Job Descriptions and the By-Laws every three years. This committee is to be headed up by the Secretary.
 - c) All Directors shall sign and return to the President a Confidentiality Agreement.
 - f) All Directors shall sign and return to the President a Conflict of Interest Agreement.

Section 4 - Executive Director

- a) The Board shall appoint an Executive Director, who shall hold the position at the pleasure of the Board, under contract with the Society, and under the supervision and direction of the President. The Executive Director shall conduct the affairs of the Society, with the authority to hire and fire all employees under his/her direction. The Executive Director will support the Vice-President in public relations duties. The Executive Director shall report his/her activities at each Board meeting and, in the absences of the Secretary, take minutes of the meetings of the Society, the Board, and the Executive Committee, except, as the President shall otherwise direct.
- b) The Board is empowered to execute a contract of employment with the Executive Director for such compensation as the Board may designate.
- c) Additional duties of the Executive Director are specified in his/her employment contract, his/her job description, and the Society's employee manual.
- d) The Executive Director is an ex officio member of all committees, except where specifically described otherwise.

Section 5 - Annual and Regular Meetings; Notices

- a) An organizational meeting of the Board of Directors shall be held immediately following the annual meeting of the Members, at the place of such annual meeting of the Members.
- b) The Board of Directors shall meet monthly to conduct the business of the Humane Society at such time and place as fixed by the Board. The Board may establish a set

date for regular monthly meetings.

- c) Notice of any regular meeting of the Board of Directors shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting, notice of such action shall be given to each Director who shall not have been present at the meeting at which such action was taken, said notice being given in the manner set forth in Article IV, Section 3 of these By-Laws.

Section 6 - Special Meetings; Notice

- a) Special meetings of the Board of Directors shall be held whenever called by the President or acting President, at such time and place as may be specified in the respective notices or waivers of notice thereof.
- b) Except as otherwise provided by the applicable provisions of the Virgin Islands Code, notice of special meetings shall be mailed or emailed directly to each Director, addressed to him at his residence or usual place of business, at least seven (7) days before the day on which the meeting is to be held, or shall be sent to him at such place by telefax, or shall be delivered to him personally or given to him orally, not later than twenty-four (24) hours before the time at which the meeting is to be held. A notice, or waiver of notice, except as required by Section 8 of this Article V, need not specify the purpose of the meeting.
- c) Notice of any special meeting shall not be required to be given any Director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him. Notice of any adjourned meeting shall not be required to be given.

Section 7 - Chairman

At all meetings of the Board of Directors, the President of the Board shall preside. If absent, then the Vice President shall preside over the meetings and, in his / her absence, the Secretary shall preside.

Section 8 - Quorum and Adjournments

At all meetings of the Board of Directors the presence, in person, a majority (50% plus one) of Director shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles, or by these By-Laws.

Section 9 - Manner of Acting

- a) At all meetings of the Board of Directors, each Director present shall have one vote. No Director may vote by proxy except that a Director may submit a written vote or conference call if available, provided such vote specifically addresses all issues with respect to the matter. Should new and significant information regarding the matter be raised prior to the vote, and the absent Director has not been made privy to such additional information, the written vote shall not be valid.
- b) Except as otherwise provided by applicable provisions of the Virgin Islands

Code, by the Articles, or by these By-Laws, the action of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof, which action is authorized, in writing, by all of the Directors entitled to vote thereon and filed with the Minutes of the proceedings of the Board and committee, as the case may be, with the same force and effect as if the same had been passed by unanimous vote at any duly called meeting of the Board or the committee.

Section 10 - Vacancies

- a) Any vacancy in the Board of Directors occurring by reason of any increase in the number of Directors, or by reason of the death, resignation, disqualification, removal (unless a vacancy created by a removal of a Director by the Members shall be filled by the Members at a meeting at which the removal was effected) or inability to act of any Director, or otherwise, shall be filled until the next annual meeting by a majority vote of the remaining Directors present at any meeting of the Board of Directors, provided the Board has had at least two weeks notice in which to consider the nominees. The successor to the unexpired portion of the term shall be elected by the Members at the next annual meeting. The Board need not appoint a temporary successor to fill a vacancy if the annual meeting will be held within two months of a Board vacancy.
- b) Any temporary vacancy in the Board of Directors occurring by reason of a temporary absence off island by a Director for a period not exceeding four months may be filled by appointment of a Director Pro Tempore by a majority vote of the Directors present at any meeting of the Board of Directors. The Director Pro Tempore shall have full power of a Director until the return of the original Director.

Section 11- Resignation

Any Director may resign at any time by giving written notice to the President of the Humane Society. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the President, and the acceptance of such resignation shall not be necessary to make it effective.

Section 12 - Removal

Any Director may be removed with or without cause at any time by the affirmative vote of the majority of the Members entitled to vote at a special meeting of the Members called for that purpose. Any Director may also be removed for cause or actions prejudicial to the best interests of the Humane Society by action of the majority of the Board after providing the Director notice and an opportunity to be heard before the Board.

Section 13 - Salary

No stated salary shall be paid to Directors, as such, for their services; provided, however, that nothing herein contained shall be construed to preclude any Director from serving the Humane

Society in any contractual capacity of limited duration and receiving compensation therefore.

Section 14 - Contracts

- a) No contract or other transaction between this Humane Society and any other business, corporation, firm, practice or partnership shall be impaired, affected or invalidated, nor shall any Director be liable in any way by reason of the fact that any one or more of the Directors of the Humane Society is or are interested in, or is a principal, director or officer, or are principals, directors or officers of such other business, corporation, firm, practice or partnership, provided that such facts are disclosed or made known to the Board of Directors.
- b) Any Director, personally or individually, may be a party to or may be interested in any contract or transaction of the Humane Society, and no Director shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Board of Directors, and provided that the Board of Directors shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such Director) of a majority of a quorum, notwithstanding the presence of any such Director at the meeting at which such action is taken. Such Director or Directors may be counted in determining the presence of a quorum at such meeting. This Section shall not be construed to impair or invalidate or in any way affect any contract or other transaction, which would otherwise be valid under the law applicable thereto.
- c) All contracts in excess of \$1,000.00 shall be entered into with the signatures of two (2) officers of the Board of Directors
- d) All checks shall have the signature of two authorized designated signatures.

ARTICLE VII OFFICERS

Section 1 - Number, Qualification, Elections and Term of Office

- a) The officers of the Humane Society shall consist of a President, Vice President, Secretary and Treasurer, all of whom shall be members of the Board of Directors. No Director may hold more than one officer position. Balloting for these positions shall be written.
- h) The officers of the Humane Society shall serve at the discretion of the Board and shall be appointed by the Board of Directors at the organizational meeting of the Board following the annual meeting of the Members. Each officer shall hold office for a term of one (1) year or until the next organizational meeting of the Board of Directors and until his successor shall have been elected and qualified. or until his prior death, resignation or removal. An officer shall serve no more than two (2) consecutive terms in the same office unless extenuating circumstances exist, however, that officer must be elected by the Board as authorized in these By-Laws.

Section 2 - Resignation

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the President of the Humane Society. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance or such resignation shall not be necessary to make it effective. An officer's resignation is automatically effective if the

officer is not reelected to the Board.

Section 3 - Removal

Any officer may be removed, and a successor elected by a majority vote of the Board of Directors at any time.

Section 4 - Vacancies

A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by a majority vote of the Board of Directors.

Section 5 - Duties of Officers

Officers of the Humane Society shall, unless otherwise provided by the Board of Directors, each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may be set forth in these By-Laws, or may from time to time be specifically conferred or imposed by the Board of Directors.

- a) The President shall be the chief executive officer of the Humane Society and shall act as chairperson of the Board and the Executive Committee and shall chair all Board meetings at which he/she is present. The President serves as an ex-officio of all committees and the liaison between the Shelter Operations Committee and the Board. The President, with the prior approval of the Executive Committee, and signature of one other officer, has the authority to sign such documents or papers as may be required for the entering into of a contract, for the sale of securities or other assets, or in connection with the settlement of estates or trusts in which the Humane Society has an interest. All actions of the President are to be consistent with the law, the Articles, and these By-Laws.
- b) The Vice President shall perform the duties as required by the President of the Board of Directors. During any absence or incapacity of the President, the Vice President shall perform the duties of the President and shall act in his/her stead. The Vice President shall serve as the liaison between the Public Relations, Fundraising, Membership, Flea Market and Education Committees and the Board.
- c) The Secretary shall have oversight of the seal of the Humane Society, the Articles and the By-Laws; shall conduct such correspondence on behalf of the Humane Society as shall be required of him by the President; shall issue all notices required for the holding of meetings of the Board of Directors and or Members; shall keep minutes of all meetings of the Board of Directors, the Executive Committee, and the Members; shall preserve the record of the Humane Society; and shall perform such additional duties as are incidental to his office or as directed by the President of the Board.
- d) The Treasurer shall oversee the chain of custody of all financial records and books of account and the funds and securities of the Humane Society; shall disburse the funds of the Humane Society in payment of just demands against the proper vouchers for such disbursements; shall deposit in the name of the Humane Society and into designated depositories all funds received; shall have the authority to sign such papers and documents as may be required in the sale of securities or other assets of

the Humane Society, or in connection with the settlements of trusts or estates in which the Humane Society has an interest; shall have the authority to withdraw funds from any depository upon checks signed by the Treasurer and such other persons designated by the Board; shall render an annual report to the Board of Directors for the benefit of the Members concerning the finances of the Humane Society; and shall perform such other duties as are incidental to his office and such as are required of him by the President of the Board of Directors.

ARTICLE VIII - COMMITTEES

Section 1 - Executive Committee

- a) The Executive Committee shall be authorized by the Board to conduct routine business matters and financial transactions, which will have an impact on the Humane Society of an amount no greater than \$7,000. The Executive Committee or appointed Nominating Committee also provides the Board with nominees to fill Board vacancies.
- b) The Executive Committee consists of the President, Vice President, Secretary, Treasurer, Shelter Chair and one other Directors, as appointed by the Board for a term of one year.
- c) The Executive Committee shall meet at the call of the President, as the business of the Humane Society requires.
- d) The Executive Committee may act on behalf of the Society in any matter when the Board is not in session, reporting to the Board the committee action at the first subsequent meeting of the Board.

Section 2 - Finance Committee

- a) The Finance Committee shall advise the Board on financial matters and investments, and perform such other duties as prescribed by the Board.
- b) The Finance Committee consists of the President Vice President and Treasurer. The Treasurer shall serve as committee chairman.
- c) The Finance Committee shall meet at the call of the Treasurer, as the business of the Humane Society requires.

Section 3 - Committees

The Board of Directors, by resolution adopted by a majority of the entire Board. may from time to time designate from among its members a Membership Committee, Shelter Committee. Public Relations Committee, Flea Market Committee, New Board Member Initiation Committee, Fund Raising Committee, Education Committee, Volunteer Committee, Doggie Ball Committee and such other committees, as it may deem desirable, each consisting of two (2) or more members , with such powers and authority, to the extent permitted by law and these By-Laws, as may be provided in such resolution. Each such Committee shall serve at the pleasure of the Board. The President shall appoint the Chairperson of each Committee, and each Committee shall meet at the call or its Chairperson.

Section 4 - Fundraising Committee

- a) The Fundraising committee will consist of at least one Director and, if available, at least

- two non-director members.
- b) This committee will be responsible for major fundraising events. The committee will develop a plan and annual goals for expanding fundraising activities to meet budget requirements. This committee will endeavor constantly to find new sources of revenue for the Society.
 - c) This committee will pursue corporate fundraising activities and grants.

Section 5 - Shelter Operations Committee

- a) The Shelter Operations committee will consist of at least one Director and, if available, at least two non-director members.
- b) This committee will be responsible for:
 - a. Recommending and overseeing major repairs, additions, renovations, and maintenance of the shelter facility
 - b. Verifying that Board activities and decisions are regularly communicated to the Executive Director.
 - c. Verifying that the Shelter staff is educated on appropriate subjects relating to their jobs, including subjects of employee safety, accident prevention, animal and human disease control, and euthanasia training.
 - d. Reviewing the employee manual at least 60 days prior to the annual meeting, reporting review results, and proposing changes as needed for vote at a membership meeting.

Section 6 - Education & Legislation Committee

- a) The Education & Legislation Committee will consist of at least one Director and, if available, at least two non-director members.
- b) This committee will be responsible for:
 - a. Promoting new legislation, and county/city ordinances and laws, that strengthens animal welfare.
 - b. Using all available news media, civic groups, schools, public officials, etc., to educate the citizenry of St. Thomas, and SL John, to the duty of kindness to animals and individual responsibility for animal welfare.

Section 7 - Spay/Neuter Committee

- a) The Spay/Neuter Committee will consist of at least one Director and, if available, at least two non-director members.
- b) This committee may utilize one or more veterinarians as expert advisors.
- c) This committee will be responsible for:
 - a. Reviewing policies and procedures for spaying /neutering of animals adopted from the Society for promoting low-cost spay/neuter services for the community.
 - b. Reviewing medication and equipment purchases.
 - c. Reviewing controlled drug usage logs periodically.
 - d. Interviewing and selecting veterinarians to be employed as surgeons and Shelter veterinarians.

Section 8 - Membership Committee

- a) The Membership Committee will consist of at least one Director and, if available, at least two non-director members.
- b) This committee will be responsible for:
 - a. Recommending and implementing means of expanding membership.
 - b. Recognizing members and agencies that have made significant contributions to the Society ensuring the Society's gratitude is expressed to them.
 - c. Ensuring that frequent communication with the membership is maintained through newsletters and other effective means.

ARTICLE IX-FISCAL YEAR

The Board of Directors shall fix the fiscal year of the Humane Society from time to time, subject to applicable law.

ARTICLE X - CORPORATE SEAL

Section 1 - Seal

The corporate seal shall be in such form as shall be approved from time to time by the Board of Directors. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof.

Section 2 - Affixing the Seal

Whenever the Humane Society is required to place its corporate seal to a document, it shall be sufficient to meet the requirements of any law, rule or regulation relating to a corporate seal to place the word "SEAL" adjacent to the signature of the authorized officer.

ARTICLE XI - COPY OF BY-LAWS

A copy of the By-Laws shall be available for inspection by any Voting Member at the Humane Society during regular business hours.

ARTICLE XII - BY-LAW AMENDMENTS

Section 1 - By Members

All By-Laws of the Humane Society shall be subject to amendment or repeal, and new By-Laws may be made, by the affirmative vote of two-thirds of the Members in good standing and entitled to vote at any annual or special meeting of Members, provided that the notice of such meeting shall have summarized or set forth in full therein the proposed amendment. A petition to repeal or amend the By-Laws at an annual meeting, or to hold a special meeting for such purposes must be submitted to the President, signed by a majority of the Members in good standing.

Section 2 - By Directors

The Board of Directors shall have power to make and adopt By-Laws of the Humane Society, as well as the Board of Directors shall have power to effectively change the quorum for meetings of Members or of the Board of Directors, or to effectively change any provisions of the By-Laws with respect to the removal of Directors or the filling of vacancies in the Board, provided, however, that the Members entitled to vote may alter, amend, or repeal By-Laws made by the Board of Directors. If any By-Law regulating an impending election of Directors is adopted by the Board of Directors, which effectively amends or repeals a regulation concerning the method, notice, quorum necessary or otherwise substantially affecting the means for conducting an impending election of the Board of Directors, there shall be set forth in the notice of the next meeting of Members for the election of Directors, the By-Laws so made and adopted together with a concise statement of the changes made.

ARTICLE XIII - INDEMNITY

Any person who as or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Humane Society) by reason of the fact that he is or was, a Director, officer, employee or agent of the Humane Society, may be indemnified by the

Humane Society against expenses (including attorneys' fees), judgments, finds and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Humane Society, and with respect to any criminal action or proceeding he had no reasonable cause to believe his conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Humane Society, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Humane Society to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee or agent of the Humane Society, may be indemnified by the Humane Society against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement or such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Humane Society.

Any indemnification under the foregoing provisions shall be made by the Humane Society only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he had met the applicable standard of conduct set forth above. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or if such disinterested quorum is not obtainable, by a majority vote of the Board, or by the Members.

Expenses incurred in defeating a civil or criminal action, suit or proceeding may be paid by the Humane Society in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on

behalf of the Director, officer, employee or agent to repay such amounts unless it shall ultimately be determined that he is entitled to be indemnified by the Humane Society as herein authorized.

The indemnification herein provided by this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled as to action in his official capacity, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of his heirs, executors and administrators of such person.

The Humane Society may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Humane Society against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Humane Society would have the power to indemnify him against such liability under the provisions above set forth.