

**2010 BYLAWS
OF
THE HUMANE SOCIETY OF HURON VALLEY**

ARTICLE I - ORGANIZATION AND OBJECTIVES

Section 1 - Name

The name of the Corporation is Humane Society of Huron Valley.

Section 2 - Objectives and Powers

- A. The Society is organized as a Michigan non-profit corporation and shall be operated exclusively for the purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the equivalent provision of any future internal revenue law. The specific purpose for which the Society is organized is the prevention of suffering and cruelty to animals by performing the following functions:
- (1) operating an animal housing facility which provides shelter and kind treatment to animals brought to the facility, with animals returned to their owners if possible, placed for adoption in a good home, or, if necessary, humanely euthanized;
 - (2) operating a spay and neuter clinic in a professional and humane manner;
 - (3) operating a clinic for the treatment of sick or injured animals;
 - (4) educating the public concerning the humane treatment of animals; and
 - (5) maintaining a policy that HSHV animals will never be sold or donated for research or any other purpose inconsistent with the general purposes set forth in these bylaws.
- B. The Society shall have the power, either alone or with others, to do any lawful act and to engage in any and all lawful activities which may be necessary, useful, desirable or proper for the furtherance of the purposes for which the Society is organized, and to aid other organizations whose activities are such as to further or attain such purposes. Notwithstanding anything contained to the contrary, the Society shall exercise only such powers as are in furtherance with the exempt purposes of the organizations set forth in Section 501(c) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder. No significant part of the activities of the Society shall be carrying on propaganda, or otherwise attempting to influence legislation or participating or intervening in (including the publication of or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3 - Principal Office

The principal office of the Society shall be located at 3100 Cherry Hill Road, Ann Arbor, Michigan 48105 or at such other location as the Board of Directors may designate. The Society may have such other offices, either within or without the State of Michigan, as the Board of Directors may designate or as the business of the Society may require from time to time.

ARTICLE II - BOARD OF DIRECTORS

Section 1 - General Powers

The business, affairs and assets of the Society shall be managed by its Board of Directors.

Section 2 - Number, Qualification, Tenure, Term Limits

The Board of Directors shall consist of not more than fifteen (15) members. No individual who is a present employee or has been employed by the Society within the previous five (5) years may be elected to the Board of Directors. Each member of the Board of Directors shall hold office for no more than two (2) consecutive three (3) year terms plus any partial term the director initially filled, and must be off the Board for a least one year before that member can serve on the Board again.

Section 3 - Election of Directors

Whenever there is an unfilled seat on the Board of Directors, the Nominating Committee will determine the needs, duties and responsibilities of the vacant Director position and identify potential candidates to fill the position. Candidates will be reviewed by the Committee, with due diligence, for their qualifications. The Committee will recommend to the Board of Directors those individuals they deem best qualified to fill the vacant position(s). Descriptions of the Committee approved candidates and their qualifications are to be sent to the Directors prior to the next meeting. A majority vote of these Board of Directors elected and serving shall constitute legal election. When filling any director position, the Board shall designate the initial term of that position.

Section 4 - Resignation; Removal

Any Director may resign by written notice to the Society. The resignation is effective upon receipt by the Society or at a subsequent time if set forth in the notice of resignation. Any director may be removed with or without cause by a two-thirds (2/3) vote of the Board of Directors.

Section 5 - Vacancies

Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor.

Section 6 - Regular Meetings

Regular meetings of the Board of Directors shall be held at minimum every two months. Notice of regular meetings shall be established at the beginning of the fiscal year and provided to all board members. Reminders of the meeting shall be sent via an agenda and handouts for each meeting at least five days prior to the scheduled regular meeting.

(a) Meetings may be held at such places as the Board of Directors shall from time to time determine or as shall be set forth in any notice of such meeting.

(b) Directors may participate in any meeting of the Board of Directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and such participation shall constitute presence at the meetings.

Section 7 - Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any

two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place the special meetings are to be held. Notice of any special meeting shall be sent to the directors at least seven (7) days prior to the meeting, unless otherwise agreed to by all Directors.

Section 8 - Annual Meeting

The Society shall hold an annual meeting which shall be open to the general membership and public. This meeting shall take place at a date, time and place designated by the Board of Directors.

Section 9 - Quorum

A majority of the members of the Board then in office constitutes a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. A seventy-five percent (75%) majority of the total number of Directors is required to take any action to approve or amend the Society's budget.

Section 10 - Manner of Acting; Presumption of Assent

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If he or she is unable to attend personally, a Director may cast a vote on any matter by telephone conference whereby all Directors can be heard. Any action of the Directors may be taken by unanimous written consent of the Directors.

A director of the Society who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting.

Section 11 - Conflict of Interest

- A. Any possible conflict of interest with respect to any issue on the part of any director shall be disclosed to the other directors prior to any discussion or action by the Board or a committee of the Board where the issue could become a matter of action. Disclosure may be made verbally to all directors or by way of an annual report of affiliations. A conflict of interest shall be made a matter of record.
- B. Any director who has a possible conflict of interest with respect to any matter shall neither vote nor exercise any personal influence in the disposition of such matter. The minutes of the meeting shall reflect the disclosure and the director's abstention from participation.
- C. Although a director with any possible conflict of interest shall not vote or exercise personal influence in the disposition of such a matter, the director shall report fully all pertinent knowledge about the matter and answer freely why a proposed decision or transaction could, or would not, be in the best interest of the Society.
- D. The President may circulate annually to all directors such questionnaires and other forms as may be necessary to further the policy of this section.

Section 12 - Committees

- A. Executive Committee. The officers of the Society shall constitute the Executive Committee. The Executive Committee shall have and may exercise all powers and authority of the Board of Directors in the management of the business and affairs of the Society between meetings of the Board, and shall have such other powers and duties as the Board shall from time to

time determine, except that it shall not have power to (a) amend the Bylaws or Articles of Incorporation; (b) adopt an agreement of merger or consolidation; (c) sell, lease or exchange all or substantially all of the Society's property and assets; (d) dissolve the Society; (e) fill vacancies on the Board or appoint officers; (f) change the number of Directors; or (g) appoint Executive or Finance Committee members.

- B. Standing Committees. The Board of Directors may also maintain one or more standing committees, with such duties and responsibilities as the Board may determine from time to time.
- C. Committee of the Whole. The Board of Directors, acting as a committee of the whole, may hold working meetings as needed, at a place and time to be determined by the Board.

Section 13 - Notices

Notices may be personally delivered or sent by regular, first class mail, postage prepaid; by fax; or by e-mail. Notice must be sent to the Director's last known postage or e-mail address or fax number.

Section 14 – Consent to Action Without a Meeting

Any action required or permitted to be taken pursuant to authorization and voted on at any meeting of the Board of Directors, may be taken without a meeting, without prior notice, and without a vote, if before or after the action, all of the Directors severally or collectively consent thereto in writing. Said written consents shall be filed with the minutes of the proceedings of the Board and shall have the same effect as a vote of the members for all purposes. The written consents described in this Section may be given via facsimile, e-mail or other means which permits receipt to be verified.

ARTICLE III - OFFICERS

Section 1 - Classification of Officers

The officers of the Society shall be the following:

- President
- Vice President
- Secretary
- Treasurer

Section 2 - Election of Officers, Term of Office, Restrictions

- A. Officers shall be elected by the Board of Directors at the June regular board meeting, and shall take office at that time.
- B. An officer will serve a term of one (1) year, or until his or her respective successor is duly elected and qualified.
- C. Only members of the Board of Directors may be elected officers of the Society.
- D. No person may hold more than one office at a time.
- E. Any Officer may resign by written notice to the Board. The resignation is effective upon receipt by the Board or at a subsequent time if set forth in the notice of resignation.

Section 3 - Removal

Any officer or agent may be removed by a majority of the quorum of the Board of Directors whenever, in its judgment, the best interests of the Society will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4 - Vacancies

A vacancy of any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5 - Duties of Elected Officers

- A. President: The President shall be the chief executive officer of the Society and, subject to the control of the Board of Directors, shall in general supervise all of the business and affairs of the Society. The President shall preside over all meetings of the membership or of the Board of Directors at which he/she is present. The President shall also be the Chairperson of the Executive Committee and shall be an ex officio member of all other committees of the Board of Directors except the Nominating Committee. The President shall also perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- B. Vice President: In the absence of the President, or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions upon the President. The Vice President shall also perform all duties incident to the office of the Vice President and such other duties as may be prescribed by the Board of Directors from time to time.
- C. Secretary: The Secretary shall (a) oversee the preparation of meeting minutes; (b) be responsible for the safekeeping of documents and records at the Society office; and (c) attend to correspondence as required by the Board. The Secretary shall also perform all duties incident to the office of Secretary and such other duties as may be prescribed by the Board of Directors from time to time.
- D. Treasurer: The Treasurer shall oversee the annual budget and have charge and custody of and oversee all funds and investments of the Society. The Treasurer shall be responsible for an accounting of the Society's financial activity at each meeting of the Board of Directors and at the annual meeting of the membership. The Treasurer shall serve as Chairperson of the Finance Committee. The Treasurer shall also perform all duties incident to the office of Treasurer and such other duties as may be prescribed by the Board of Directors from time to time.
- E. Other Officers: The Board of Directors shall have the power to appoint such other officers, employees or agents as it deems necessary, and to affix the amount of compensation for their services. Such officers, employees and agents shall hold their positions at the pleasure of the Board of Directors. In the absence of any officer, or for any other reason which the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, the powers or duties of any of them, or such officers, to any other officer or to any Director or Directors provided a majority of the Board of Directors concur.

ARTICLE IV - CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1 - Contracts

The Board of Directors may authorize any officer, officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

Section 2 - Loans

No loans shall be contracted on behalf of the Society and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan shall be granted to an officer or Director of the Society.

Section 3 – Checks, Drafts, etc.

All checks, drafts or other orders for the payment in excess of the minimum amount authorized by the Board for that type of expenditure and all notes or other evidences of indebtedness issued in the name of the Society shall be signed by at least two (2) officers or agents of the Society in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4 - Deposits

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

ARTICLE V - FISCAL YEAR

The fiscal year of the Society shall be fixed by the Board of Directors.

ARTICLE VI - CORPORATE SEAL

The Board of Directors may adopt a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Society and the state of incorporation and the words “Corporate Seal.”

ARTICLE VII - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the Society under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Non-Profit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII - AUXILIARY PROGRAMS

Section 1 - Auxiliary Programs

The Board of Directors may establish one or more auxiliary programs for the purpose of augmenting the purposes of the Society as set forth in Article I of these Bylaws and provided that each program is in compliance with Section 501(c)(3) of the Internal Revenue Code.

Section 2 - Purpose of Auxiliary Programs

The activities of any auxiliary program shall be consistent with the purpose of the Society. The Board of Directors shall monitor and control the activity and finances of each auxiliary program.

ARTICLE IX - USE OF FUNDS AND DISSOLUTION

The Society shall use its funds only to accomplish the objectives and purposes specified by these Bylaws and the Articles of Incorporation, and no part of such funds shall inure, or be distributed to any Director of the Society.

In the event of the liquidation or dissolution of the Society, whether voluntary or involuntary, no director shall be entitled to any distribution or division of its remaining assets, and the balance of all money and other property received by the Society from any source, after the payment of all debts and obligations of the Society, shall be distributed to such public charities qualified under Section 501(c)(3) of the Internal Revenue Code as tax-exempt exclusively for the purposes set forth in these Bylaws and within the intent of Section 501(c) of the Internal Revenue Code of 1986, and the regulations thereunder, as they now exist or are hereafter amended as shall be designated by the Board of Directors.

ARTICLE X - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1-Third-Party Actions. The Society shall indemnify any person who is a party or is threatened to be made a party to any threatened or actual action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society) by reason of the fact that he or she is or was a director, officer, employee, volunteer or agent of the Society, or is or was serving at the request of the Society in such capacity, against expenses (including attorney fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Society and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

Section 2 - Action by or in Right of Society. The Society shall indemnify any person who is or was threatened to be made a party to any threatened or pending action or suit by or in the right of the Society to procure a judgment in favor of the Society by reason of the fact that such person is or was a director, officer, employee or agent of the Society, or is or was serving at the request of the Society in such capacity against expenses (including actual and reasonable attorney fees) and amounts incurred by the person in connection with the action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Society or its shareholders.

Section 3 - Exception. The Society shall not defend or indemnify any person claiming indemnification under this Article if that person shall have been adjudged to be liable to the Society; provided, however, that indemnification shall be made if and only to the extent that the court in which such action or suit was brought determines, upon application, that despite the adjudication of liability but in view of all circumstances of the case, the person seeking indemnification is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 4 - No Presumption of Fault. 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 seeking indemnification under this section did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Society or its shareholders or, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

Section 5 - Insurance. The Society may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the Society or (b) was or is serving at the request of the Society as a director, officer, employee, or agent of another Society, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Society would have power to indemnify against such liability under this article or the laws of the state of Michigan.

Section 6 - Determination That Indemnification Is Proper. Any indemnification under sections 1 or 2 of this article (unless ordered by a court) shall be made by the Society only as authorized in the specific case. The Society must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 1 or 2, whichever is applicable. Such determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the Board consisting of directors who were not parties to such action, suit, or proceeding;
- (b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors;
- (c) By independent legal counsel in a written opinion.

Section 7 - Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the Society and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Society to provide broader indemnification rights than such provisions permitted the Society to provide before any such change.

ARTICLE XI - AMENDMENTS

Except as otherwise provided herein, the Articles of Incorporation and the Bylaws of the Society may be amended, altered or repealed, in whole or in part, by the Board of Directors at any meeting duly held in accordance with these Bylaws, provided that notice of the meeting includes notice of the amendment, alternative or repeal.

ARTICLE XII - NONDISCRIMINATION

No person shall be excluded from participation in the Society, denied benefits or be otherwise subject to unlawful discrimination under any program of the Society on the grounds of age, sex, race, color, religion creed, national origin, height, weight, or sexual orientation.

Date Adopted: _____
President