

THOMASVILLE-THOMAS COUNTY HUMANE SOCIETY, INC.

BYLAWS

ARTICLE I

Name of Organization

1. The name of this organization shall be the "Thomasville-Thomas County Humane Society, Inc., a Georgia non-profit organization, hereinafter referred to as the "Organization."

ARTICLE II

Purposes

2. The Organization is a Georgia non-profit organization dedicated to the following purposes, to-wit:

- A. To manage money and property received to provide effective means to prevent cruelty to animals in Thomasville and Thomas County.

- B. To aid in the enforcement of laws enacted for the prevention of cruelty to animals by state, federal, city and county governing authorities.

- C. To institute programs to educate persons in the principles of kindness to animals through the use of lectures, literature, news releases, and personal contact.

- D. To operate an animal shelter and to set fees and regulations for the use thereof.

- E. To use property and funds donated to the Organization only in accordance with the stated purpose of the donation.

- F. To prevent any animal in the care of the Organization to be used for experimentation, and to prevent the release of any animal to anyone for the purpose of experimentation.

- G. To prevent dog fighting and the release or adoption of dogs for this purpose.

- H. To adopt rules and regulations to promote the above purposes.

ARTICLE III

Membership

1. Membership in the Organization shall be open to any person who supports the Organization's purposes, applies for membership, and satisfies the minimum membership contribution requirements.

2. Regular members shall be classified, based on their contribution level, in one of the following categories (or such other categories as may be established from time to time by the Board of Directors):

- A. Individual Member.
- B. Family Member.
- C. Sustaining Member.
- D. Patron.
- E. Business Member.
- F. Agency Member.
- G. Junior Member.

3. Individuals or entities whose substantial contributions in money or outstanding service for the cause of humane treatment of animals may be elected Honorary Members by the Board of Directors.

4. An up-to-date roll of members shall be maintained by the Secretary.

ARTICLE IV

Meetings

1. Place. Meetings of members shall be held at the time and place within Thomas County, Georgia stated in the notice of the meeting.

2. Annual Meetings. An annual meeting of the members shall be held each year in the month of October. At the meeting, the members shall elect directors of the Organization and transact other business as may properly be brought before the meeting.

3. Special Meetings. Special meetings of the members for any purpose or purposes, other than those prescribed by statute, the Articles of Incorporation, or by these Bylaws, may be called by the President, the Executive Committee, or the Board of Directors.

4. Notice. Written or printed notice stating the place, day and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than ten (10) days before the date of the meeting at the direction of the President, Secretary, or the officer or person calling the meeting to each member of record

entitled to vote at the meeting. Such notice shall be deemed to be delivered when deposited in the United States Post Office addressed to the member at his address as it appears on the books of the Organization; or if by electronic mail or facsimile, then at the time the notice is sent.

5. Quorum. Twelve (12) members present at the annual or any special meeting of the membership shall constitute a quorum. If a quorum is not present, the members entitled to vote, present in person, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented. At an adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

6. Proxy. Members of the Organization may not take action by proxy or be represented by proxy at the annual or called meetings.

7. Majority Vote; Withdrawal of Quorum. When a quorum is present at a meeting, the vote of the majority of those present shall decide any question brought before the meeting. The members present at a duly constituted meeting may continue to transact business until adjournment, despite the withdrawal of enough members to leave less than a quorum.

8. Method of Voting. Each member of the Organization, regardless of category, shall be entitled to one vote on each matter submitted to a vote at a meeting of members. Votes may be taken by voice vote, show of hands, or by secret ballot, as determined by the presiding officer. A secret ballot shall be used for the election of officers and directors when there is more than one candidate for the vacancy to be filled.

9. Order of Business. The order of business at annual meetings and, so far as practicable, at other meeting of members shall be as follows, unless changed by the Board of Directors:

- (1) Call to Order
- (2) Proof of Due Notice of Meeting
- (3) Determination of Quorum
- (4) Reading and Disposing of Minutes of Last Meeting of Members
- (5) Reports of Officers and Committees
- (6) Old Business
- (7) New Business

ARTICLE V

Board of Directors

1. Number of Directors. The affairs of the Organization shall be governed by a Board of fifteen (15) Directors and up to four (4) Senior Directors. The number of directors may be increased or decreased from time to time by amendment to these Bylaws.

2. Term of Office. Each Director shall serve a three (3) year term not to exceed two (2) consecutive terms. A Director shall be eligible for re-election after a one-year absence from the Board. The term of office of Directors shall be fixed so that the term of office of approximately one-third (1/3) of the Directors shall expire each year. After election, the Director's three (3) year term of office shall begin on the following January 1. Senior Directors shall serve a three (3) year term with no limit on the number of terms served.

3. Removal. Any Director may be removed either for or without cause at any special or regular meeting of the Board of Directors by the affirmative vote of a majority in number of Directors present if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A Director may be removed who is absent from three (3) consecutive meetings or who misses fifty percent (50%) of the regular meetings in a calendar year without sufficient cause. Senior Directors are not subject to attendance requirements but may be removed in the same manner as other Directors.

4. Vacancies. The Board of Directors shall have the power, but shall not be required, to fill a vacancy in its membership occurring or existing for whatever cause at a special meeting called for that purpose or any regular meeting. Any person elected by the Board of Directors to fill a vacancy shall serve out the unexpired term of the vacancy. The person so elected shall be eligible to be re-elected to two (2) additional three (3) year terms. The Board of Directors shall have the power to appoint Senior Directors to serve until the end of the calendar year. Senior Directors shall be elected to three (3) year terms at the Annual Meeting.

5. Notice and Place of Meeting. Meetings of the Board of Directors, regular or special, may be held at places determined by the Board of Directors or the President. Notice of a meeting of the Board shall be given at least three (3) days in advance of the meeting by the Secretary.

6. Quorum; Majority Vote. At a meeting of the Board of Directors, a majority of the number of Directors then in office shall constitute a quorum for the transaction of business. Senior Directors shall not be counted in determining the number of Directors in office but may count towards the number needed to constitute a quorum. 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 a quorum is not present at a meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum is present.

7. Compensation. No compensation shall be paid to members of the Board of Directors for their services as such, but they may be reimbursed for travel and actual expenses necessarily incurred by them in performing official duties on behalf of the Organization, subject to recommendation by the Finance Committee and approval of the Board.

8. Adoption of Rules. The Board of Directors may adopt such rules and regulations for the conduct of their meetings and management of the affairs of the Organization as they may deem proper, not inconsistent with the laws of the State of Georgia, the charter of the Organization, or these Bylaws.

9. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by three-fourths (3/4ths) of all members of the Board of Directors. Such consent shall have the same force and effect as a majority vote at a meeting. The signed consent, or a signed copy, shall be placed in the minute book.

10. Interested Directors and Officers.

(A) Validity. If paragraph (B) is satisfied, no contract or other transaction between the Organization or firm in which any of them are directly or indirectly interested, shall be invalid solely because of this relationship or because of the presence of the Director or officer at the meeting authorizing the contract or transaction, or his participation or vote in the meeting or authorization.

(B) Disclosure; Approval; Fairness. Paragraph (A) shall apply only if:

(a) to the Board of Directors and it, nevertheless, authorizes or ratifies the contract or transaction by majority vote of the Directors present, each such interested Director to be counted in determining whether a quorum is present but not calculating the majority necessary to carry the vote; or

(b) to the members and they, nevertheless, authorize or ratify the contract or transaction by a majority of the members present, each such interested person to be counted for quorum and voting purposes; or

(c) the contract or transaction is fair to the Organization as of the time it is authorized or ratified by the Board of Directors or the members.

(C) Non-Exclusive. These provisions shall not be construed to invalidate a contract or transaction which would be valid in the absence of these provisions.

ARTICLE VI

Committees

1. Executive Committee.

(A) The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer, and the President may appoint not more than two (2) additional members of the Board of Directors to this committee. Each member of the Executive Committee shall hold office until the first meeting of the Board of Directors after the annual meeting of the membership and until his successor is elected.

(B) During the intervals between the meetings of the Board of Directors, the Executive Committee may exercise all of the powers of the Board of Directors in the

management of the business affairs of the Organization, including all powers herein or in the Articles of Incorporation specifically granted to the Board of Directors, and may authorize the seal of the Organization to be affixed to all papers which may require it; provided, however, that the Executive Committee shall not have the power to amend or repeal, nor have the authority of the Board of Directors in reference to (1) amending the Articles of Incorporation or Bylaws or the Organization; (2) the sale, lease, exchange or other disposition of all or substantially all the property and assets of the Organization; (3) a voluntary dissolution of the Organization or any power which may be subsequently restricted by the Board of Directors at a regular or special meeting.

(C) The Executive Committee shall meet from time to time on call of the President or of any two (2) or more members of the Executive Committee. The Executive Committee may fix its own rules of procedure including provisions for notice of its meetings. It shall keep a record of its proceedings and shall report these proceedings to the Board of Directors at its meeting held next after the Executive Committee's actions have been taken, and all such proceedings shall be subject to revision or alteration by the Board of Directors, except to the extent that action shall have been taken pursuant to or in reliance upon such proceedings prior to any such desired revision or alteration.

(D) The Executive Committee shall act by majority vote of its members.

2. Finance Committee. The Finance Committee shall consist of the Treasurer and not fewer than two (2) nor more than three (3) additional members appointed by the President from the members of the Organization. The Finance Committee shall propose the annual budget and present it to the Board sixty (60) days prior to the beginning of the new fiscal year. The Finance Committee shall manage the assets of the Organization and keep the Board informed of its financial condition. The Finance Committee shall arrange for an annual audit of the books of the Organization at the end of each fiscal year.

3. Nominating Committee. The President shall appoint, with the advice and consent of the Board of Directors, a Nominating Committee of not less than three (3) nor more than five (5) persons who are members of the Board of Directors. All members of the Organization may make recommendations to the Nominating Committee. The Committee shall make nominations for Directors and officers in writing and present them to the Board for its approval at the September meeting of the Board. No prospective Director shall be approached by the Committee before the Board's approval of the slate. In the notice of the annual meeting, the names of all persons who have agreed to serve shall be provided to the members. The Committee will also make nominations for Directors and officers when vacancies occur during the term.

4. Development Committee. The President shall appoint a Development Committee of not less than five (5) persons, two (2) of whom need not be members of the Board of Directors.

5. Special Committees. The President may appoint, at the direction of the Board of Directors, committees to perform any special service in connection with the work and aims and objects of the Organization.

6. Planning and Education Committee. The President shall appoint a Planning and Education Committee of not less than five (5) persons, two (2) of whom need not be members of the Board of Directors.

7. Removal of Committee Members. The Board of Directors shall have the power at any time to remove any member of any committee, with or without cause, and to fill vacancies in and to dissolve any such committee.

ARTICLE VII

Officers

1. Election. At the first meeting of the Board, after the annual meeting, the Board shall elect a President, a Vice-President, a Secretary, and a Treasurer. The term of office for all officers of the Organization shall commence on the next January 1st after their election and shall continue until the following January 1st and until their successors shall be elected and qualified. Vacancies occurring among the officers may be filled by the Board of Directors for the unexpired term. The Board of Directors may remove any officer for cause and declare his office vacated.

2. President. The President shall preside at all meetings of the Board of Directors and of the members. He shall be the Chief Executive Officer of the Organization and shall serve as an ex-officio member of all committees. He shall exercise such powers and perform such duties as the Board of Directors may properly delegate or require.

3. Vice-President. The Vice-President shall perform all of the duties of the President during the absence, incapacity or disqualification of the President, and shall perform such other duties as the Board of Directors may properly require.

4. Secretary. The Secretary shall be charged with the duty of attending all meetings of the members and of the Board of Directors and Executive Committee and shall preserve in record books of the Organization full and correct minutes of the proceedings of all such meetings. He shall be the custodian of the corporate minute book and seal. It shall be his duty to sign all corporate records and documents whereunto his signature shall be required, and to give all notices required by the Charter, Bylaws or Resolutions of the Board of Directors. In addition, the Secretary shall perform such other duties as the Board of Directors may properly require.

5. Treasurer. The Treasurer shall keep all the funds of the Organization as directed by resolution of the Board and shall keep an accounting of the receipts, disbursements and shall perform such duties as are generally incidental to the office of the Treasurer.

ARTICLE VIII

Indemnification of Officers and Directors

The Organization shall indemnify each of its directors and officers to the full extent permitted by the Georgia Non-Profit Corporation Code. The Organization shall purchase an officers and directors liability policy and keep same in full force and effect and in an appropriate amount of not less than \$1,000,000.00.

ARTICLE IX

General Provisions

1. Books and Records. The Organization shall keep correct and complete books and records of account and minutes of the proceedings of the meetings of its members, Executive Committee and Board of Directors. Such books and records shall be kept at its registered office or principal place of business.

2. Checks and Notes. All checks or demands for money and notes of the Organization shall be signed by such officers or such other person or persons as the Board of Directors may from time to time designate. The director and one officer or two officers shall sign all checks.

3. Fiscal Year. The fiscal year of the Organization shall be January 1 to December 31 of the same year.

4. Resignation. Any director, committee member, officer or agent may resign by giving written notice to the President or Secretary. The resignation shall take effect at the time specified therein, or immediately if no time is specified. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5. Interpretation Clause. All of the provisions of these Bylaws are subject to, regulated and controlled by the Charter of the Organization and the applicable corporation laws. If there should be a conflict between the provisions of the Charter and the provisions of these Bylaws, then, in that event, the provisions of the Charter shall in all cases control.

6. Amendment of Bylaws.

(A) These Bylaws may be altered, amended, or repealed at any meeting of the Board of Directors at which a quorum is present by the affirmative vote of a majority of the Directors present at such meeting, provided notice of the proposed alteration, amendment or repeal is contained in the notice of the meeting.

(B) These Bylaws may also be altered, amended or repealed at any meeting of the members at which a quorum is present or represented by the affirmative vote of a majority of

the members present or represented at the meeting and entitled to vote thereat, provided that the notice of the proposed alteration, amendment or repeal is contained in the notice of the meeting.

ARTICLE X

Dissolution

In the event of dissolution or liquidation of the Organization, none of the property of the Organization, nor of the proceeds of its programs, may be distributed among the membership. After paying all debts and liabilities, all remaining assets will be paid over to any corporation, fund or foundation operated exclusively for religious, charitable, scientific, literary or educational purposes. No part of the assets shall accrue to the benefit of any individual, nor shall any funds be used for a political campaign on behalf of any candidate whatsoever.

The purpose of this provision is to insure that the Organization remains at all times and for all purposes a tax exempt organization under applicable provisions of the Internal Revenue Code.

Authenticated the 21st day of January, 1993, and amended the 15th day of April, 2004.

Thomasville-Thomas County Humane Society, Inc.

By: _____
Marcus Todd, President

Attest: _____
Carol Jones, Secretary