

BYLAWS OF
ANIMAL RESCUE CENTER OF SHAWNEE

ARTICLE ONE: ORGANIZATION

Section 1. Name. The name of the corporation shall be **ANIMAL RESCUE CENTER OF SHAWNEE**.

Section 2. Authority to Change Name. The corporation may at any time change its name by a majority vote of the Board of Directors (hereinafter referred to as ***the Board***).

Section 3. Office. The principle ***office*** of the corporation shall be located in the City of Shawnee, County of Pottawatomie, and State of Oklahoma. The Board may move the principle office, or establish other offices, as it determines necessary.

Section 4. Registered Office and Registered Agent. The corporation shall have and maintain in the State of Oklahoma a registered office, and a registered agent whose office is identical with such registered office, as required by the general corporation laws of the State of Oklahoma. The registered office may, but need not be identical with the corporation's principle office. The address of the registered office and the identity of the registered agent may be changed by the Board of Directors.

Section 5. Non-Profit. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the IRC, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the IRC.

Section 6. Fiscal Year. The fiscal year of the corporation shall begin on the first day of May of each year and end on the last day of April of each year.

ARTICLE TWO: MISSION AND PURPOSES

Section 1. Mission. ***Enriching the Community by Promoting Animal Welfare in Oklahoma***

Section 2. Purposes. The corporation has been organized for the following purposes:

- (a) To promote humane and responsible pet ownership;
- (b) To increase public awareness of and to encourage solutions to the overpopulation problem;
- (c) To conduct animal rescue, sanctuary, and adoption services;
- (d) To promote accessibility to spay-neuter services for low income populations;
- (e) To assist law enforcement and government agencies to improve animal welfare conditions;
- (f) To perform any other lawful activities for which corporations may be organized under the general Laws of the state of Oklahoma.

ARTICLE THREE: BOARD OF DIRECTORS

Section 1. General Powers. The Board shall be the sole governing body of **ANIMAL RESCUE CENTER OF SHAWNEE**, (***A.R.C.***), and shall exercise all the duties necessary to fulfill that responsibility.

Section 2. Number and Tenure. The number of Directors shall be no fewer than five (5) or more than fifteen (15). Each Director will hold office for a three-year (3 yr.) period, or until his or her successor has been elected. No Director shall hold office for more than two (2) consecutive three-year (3 yr.) terms, for a total of six years. Any Director may hold office for any number of nonconsecutive three-year (3 yr.) terms. At least one-third (1/3) of the Board shall stand for election each year. The Governance Committee, (if applicable), shall be responsible for monitoring board rotation. If necessary to fill Board vacancies, special elections may be held at anytime with the approval of a majority of the Board. A person receiving monetary consideration from *ANIMAL RESCUE CENTER OF SHAWNEE* shall not be eligible for election as a member of the Board.

Section 3. Regular Meetings. There shall be a minimum of one **(1) meeting(s) of the Board per month.** One (1) such meeting may be the annual meeting, which shall be held pursuant to the notification requirements set forth herein.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or at least three (3) Directors, at a time and place determined by the person or persons calling the meeting. Notice of such meeting shall be delivered personally, by mail, email or by telephone, to each current Director, at least two (2) days prior to such meeting. Any Director may waive notice of such meeting.

Section 5. Quorum. The presence of one-third (1/3) of the sitting Board shall constitute a quorum for the transaction of business at any meeting of the Board. The board shall not act without a quorum present.

Section 6. Manner of Acting. 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, unless a greater number is required by the Bylaws.

Section 7. Vacancies. Any vacancy occurring on the Board may be filled by an affirmative vote of a majority of the remaining Directors, although less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. A Director elected to fill a position created by an increase in the number of Directors shall serve until the next annual meeting.

Section 8. Compensation. Directors shall not receive any salary or compensation for any services rendered by them to *ANIMAL RESCUE CENTER OF SHAWNEE.*

Section 9. Code of Conduct. Board members shall not act at in a manner inconsistent with their duties to the organization, or in a manner that allows them, by virtue of their position on the board, to obtain either personal or professional advantage for themselves, their family members or close associates.

Section 10. Emergency Activities. Any action, which may be taken at a meeting of the Board, may be taken without such meeting if consent in writing is obtained from a majority of the members of the Board. In an emergency, such actions may be verbally approved by telephone or email contact with a majority of the members of the Board and ratified at the next regular or special meeting of the Board.

Section 11. Resignation. Any Director may resign at any time, either by oral tender of resignation at any meeting of the Board, or by furnishing written notice to the President of the Board. Any such resignation shall take effect at the time specified therein, or if no such time is specified, upon receipt. Unless the resignation specifies otherwise, acceptance of the resignation shall not be necessary to make it effective

Section 12. Attendance and Termination; A Director is expected to attend all regular meetings of the Board. Any Director who misses three (3) regular meetings of the Board in a year (1 yr.), without contacting an officer of the Board, or any Director who misses six (6) meetings within a year (1 yr.), regardless of such contact, may be removed from office by an affirmative vote of a majority of the remaining members of the Board, after giving such Director notice and an opportunity for an appropriate hearing. Any Director may be suspended or removed from office for cause, by an affirmative vote of two-thirds (2/3) of the remaining members of the Board.

Section 13. Limitation of Liability. A member of the Board of Directors shall not be personally liable to the corporation or members of the corporation for monetary damages for any act or omission in such capacity, except to the extent authorized by operation of state or federal law.

Section 14. Books and Records. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind. Inspection may be made in person or by agent or attorney, and the right to inspection shall include the right to copy and make extracts.

ARTICLE FOUR: OFFICERS

Section 1. Board President. The Board shall designate one (1) of its members to act as President of the Board, to preside at meetings of the Board, but to have no authority or power to act for the corporation unless specifically authorized to do so by resolution passed by the Board.

Section 2. Officers. The officers of the corporation shall be a President, one (1) or more Vice President(s), a Secretary, and a Treasurer, all of whom shall be selected from members of the Board. The Board may appoint other officers or assistant officers as it may deem desirable, who shall have the authority and perform the duties prescribed by the Board. The same person, except for the offices of President and Secretary, may hold any two (2) or more offices.

Section 3. Election and Term of Office. **One-Third (1/3) of the officers will serve a one-year term; One-Third (1/3) of the officers will serve a two-year term; One-Third (1/3) of the offices will serve a three-year term or each officer shall hold office for a one-year period.** Each year, a slate of candidates for officers of the Board shall be presented to the Board by the governance committee, (if applicable), as referred to in Article Six.

Section 4. Termination. Any officer may be removed from office, with or without cause, at any time by an affirmative vote of a majority of the Board then in office. Such removal shall not prejudice the contract rights, if any, of the person so removed. Any officer may resign at any time, either by oral tender of resignation at any meeting of the Board or by furnishing written notice to the President of the Board. Any such resignation shall take effect as specified therein, or if not time is specified, upon receipt. Unless the resignation specifies otherwise, acceptance of the resignation shall not be necessary to make it effective.

Section 5. Vacancy. The Board for the unexpired portion of the term may fill a permanent vacancy in any office from any cause. In case of the temporary absence or disability of any officer and of the person(s) designated to act in his or her place, the Board of Directors may delegate powers and duties of such office to any other officer, Director, or person it may select.

Section 6. Compensation. No officer shall be entitled to receive any salary or compensation from the corporation.

Section 7. President. The President shall preside at all meetings of the Board; shall be the principal executive officer of the corporation and shall, subject to the pleasure of the Board, supervise and control the affairs of the corporation and the activities of the officers. The President may sign deeds, mortgages, bonds, contracts, or other instruments, which the Board has authorized to be executed, except where the Board has expressly delegated the signing to some other officer or agent. The President shall perform all duties incident to the office of the President, and such other duties as may be prescribed by the Board.

Section 8. Vice President. If the President is absent, unable, or unwilling to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice President shall perform all duties incident to the office of the Vice President, and such other duties as may be prescribed by the Board.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board; see that all notices are duly given in accordance with the provisions of the Bylaws, and as required by law; be custodian of the corporate records and of the corporate seal; keep a register of the names of the Directors of the corporation and the mailing addresses provided by them; and perform all duties incident to the office of Secretary, and such other duties, as may be prescribed by the President or the Board.

Section 10. Treasurer. The treasurer shall perform such duties as are consistent with the office; or are properly required by the Board; or are assigned by the Certificate of Incorporation or by these Bylaws.

Section 11. Subordinate Officers. Other subordinate officers and agents appointed by the Board shall exercise such powers and perform such duties as may be delegated to them by the resolutions appointing them, or by subsequent resolutions.

ARTICLE FIVE: COMMITTEES

Section 1. Governance Committee. The Governance Committee shall consist of the officers of the corporation, and shall have responsibility for overseeing the performance of the board and managing adherence to the mission. Each year in March, the Governance committee, (if applicable), with any other members as assigned by the President, shall propose a slate of candidates to hold offices in the company. Any Director either prior to or during the meeting at which the slate is presented may make nominations for candidates for the Board and for any office. Candidates shall be elected by a simple majority of the Board. The committee shall manage, in like manner, the election of Directors to fill vacancies on the Board.

Section 2. Other Committees. The President or Board may create and dissolve committees as needed, such as fundraising, fact-finding, search etc. The Board president appoints all committee chairs. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

ARTICLE SIX: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The officers and their designees may jointly or individually enter into any contract and execute any instrument, check, draft or other negotiable document as authorized by vote of the board or set out in its policies and procedures.

Section 2. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

Section 3. Gifts. Any officer, any officer's designee, or any Director may accept on behalf of the corporation any contribution, gift, bequest, or devise for the benefit of the corporation.

Section 4. Grants. Grants for any purpose shall be fully disclosed to any Director, and officers of the corporation.

Section 5. Distribution of Assets. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the Laws of this state.

ARTICLE SEVEN: BOOKS AND RECORDS

Section 1. Record-keeping. The corporation shall keep correct and complete books and records of account; of the minutes of the meetings of the members, the Board, and any committee(s) authorized to act for the Board of Directors. Books and records shall be kept in a manner consistent with good business practices and in such a manner as set out in the policies and procedures of the board.

ARTICLE EIGHT: AMMENDMENTS AND EMERGENCY BYLAWS

Section 1. Disaster. In the event of any emergency caused by enemy action, nuclear disaster or accident, storm, fire, flood, explosion, or other cause, and resulting in the death, disability, or inability to convene or function, of a quorum of the members of the Board of Directors, any one (1) or more of the remaining directors shall have the power to act in place and stead of such quorum, and to take such action she/he may judge necessary to carry on the functions of the Board during the period of emergency. Such action may include the appointment of new directors, who shall serve and hold office until the next annual meeting, or until a special meeting called with proper notice to members for the election of Directors. During the emergency, all other requirements of these Bylaws and the Certificate of Incorporation as to quorum, notice, and place of directors' meetings shall be waived.

Section 2. Assumption of Duties. During the emergency, tile duties and functions of any officer of the corporation who has been killed or incapacitated shall be assumed by the officer next in rank, in the following order: President, Vice President, Secretary, and Treasurer. New officers may be selected, or the accession officers may be ratified, at the next regular meeting of the Board of Directors, or at a special meeting called for that purpose.

Section 3. Amendments of Bylaws. These Bylaws may be amended when necessary by a majority vote of the Board.

Accepted this 18th day of December, 2007:

President

Vice-President

Secretary

Treasurer

Board Member

Board Member

Board Member