

SPCA of Southwest Michigan
(A Michigan Non-Profit Corporation)
Created January 2002

BY-LAWS

ARTICLE I

NAME

Section 1.01 Name. The name of this corporation is SPCA of Southwest Michigan.

ARTICLE II

PURPOSE

Section 2.01 Purpose. The purposes for the formation of this Corporation are:

To possess all of the rights, powers, and privileges now and hereafter conferred by the State of Michigan for a non-profit corporation under Michigan laws. These include but are not limited to administer funds and property as may be under its control or belonging to it in furnishing, providing and maintaining through lease, contract or purchase facilities for the rescue, rehabilitation, and responsible adoption of homeless pets. Such facilities will be for the benefit of residents of the State of Michigan and all operation will be on a non-profit basis.

ARTICLE III

ORGANIZATION

Section 3.01 Directorship Corporation. The Corporation is a non-stock corporation. It is organized on a Directorship basis, pursuant to the Michigan Non-Profit Corporation Act, P.A. 162 of 1982, and any amendments thereto.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01 General Powers. The property, affairs, and business of the Corporation will be managed by the Board of Directors. The Board of Directors may exercise all the powers of the Corporation, whether derived from law or the Articles of Organization.

Section 4.02 Number and Qualification. The Board of Directors will be composed of up to sixteen (16) persons. Any person above the age of eighteen (18) may be considered for election to the Board of Directors.

Section 4.03 Term of Office. Directors may serve a term of two years, commencing on the date of their first attended meeting as a board member. A Director may hold office for the term for which he or she is elected or until his or her death, or until he or she has resigned or been removed. A resignation will be effective upon its receipt by the Corporation or at a subsequent time as set forth in the notice of resignation. A Director must not serve more than three consecutive terms (full, two-year terms) as Director without being off the Board of Directors for at least one year.

Section 4.04 Election of Directors. The Board of Directors will elect new members at any meeting of the Board by a majority vote.

Section 4.05 Annual Meeting of Board of Directors. One annual meeting of the Board of Directors is to be held every year at a time agreed upon by the majority of the board, for the purposes of electing Officers and for the transaction of other business as may properly come before the meeting. The annual meeting will be held within the state of Michigan.

Section 4.06 Other Regular Meetings. The Board of Directors must meet a minimum of four (4) times a year with no more than one (1) regular meeting per calendar month. The Board President will set the dates of the regular meetings at the beginning of each calendar year (December). If a meeting needs to be cancelled, the Executive Director will consult with the President in making and communicating this decision. If the President is unavailable then the Vice President will fill in. If both the President and Vice President are unavailable, then the Treasurer will fill in.

Section 4.07 Special Meetings. Special meetings of the Board of Directors may be called by written request of at least three (3) members of the Board of Directors.

Section 4.08 Notice and Place of Meetings. Notice of the time and place of all meetings (annual, regular, and special) of the Board of Directors will be given at least forty-eight (48) hours prior by telephone or e-mail message to each member of the Board of Directors. No notice is needed to be given to any Director who will waive notice of the meeting in writing, whether before or after the meeting. If a meeting is adjourned, except for lack of quorum, no notice needs to be given of the rescheduled meeting date provided the new date is announced before the adjournment. Meetings must be held at places accessible to the public and large enough to accommodate all the interested persons reasonably expected to attend.

Section 4.09 Meeting by Telephone or Other Communication Technology.
(a) Any or all directors may participate in any meeting or in a committee meeting of the Board of Directors by telephone or any other communication technology as long as all participating Directors may simultaneously hear each other during the meeting;

(b) A director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 4.10 Quorum. A majority of the total number of Directors if office will constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided, however, that if the number of Directors are more than six (6) persons, then one-third (1/3) of the total number of Directors will constitute a quorum. The acts of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn the meeting to a day certain, and the Secretary must give all absent Directors forty-eight (48) hours' notice of such adjourned date.

Section 4.11 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if before or after the action written consents thereto are signed by all members of the Board and such written consents are filed with the minutes of the proceeding of the Board.

Section 4.12 Manner of Acting. The Directors will act only as a Board, and no individual Directors will have such power to act alone.

Section 4.13 Resignations. Any Director may resign at any time by delivering a written resignation to the President or the Secretary. The resignation must be effective as provided in Section 4.03.

Section 4.14 Removal of Directors. Any or all of the Directors may be removed from office at any time with or without cause upon affirmative vote of two-thirds of those Directors present at any two (2) consecutive regularly scheduled meetings of the Board of Directors. Notice of the proposed removal will be mailed to the Director in question following a motion to remove and prior to a meeting at which the first vote on the proposed removal.

Section 4.15 Vacancies and newly Created Directorships. If any vacancies must occur in the Board of Directors, by reason of death, resignation, removal or otherwise, or if the authorized number of Directors is increased, the Directors then in office will continue to act, and the vacancies will be filled by vote of a majority of the Directors then in office, though less than a quorum. Provided, however, that a Director appointed to fill such vacancy will only hold office for the unexpired portion of the term of the Director he or she replaces.

Section 4.16 Compensation. Directors will serve on the board as a service to the community and will not receive compensation for such service, except that the Board may, in its discretion, reimburse individual Board members for out-of-pocket expenses incurred.

Section 4.17 Reliance on Accounts and Reports. In discharging his or her duties, a Director, Officer, or member of any committee charged by the Board of

Directors, when acting in good faith, may rely upon the opinion of counsel for the corporation, upon the report of an independent appraiser selected with reasonable care by the board, or upon financial statements of the Corporation represented to him or her to be correct by the President or the Officer of the corporation having charge of its books or account, or stated in a written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the corporation and will be fully protected in such reliance.

Section 4.18 Visitors and their Role at Meetings. Regular Board meetings must be open to interested visitors. Meeting must be closed to visitors at the discretion of President when internal matters of the corporation are being discussed. The President must explain at the beginning of each meeting how visitors can address themselves for comments prior to adjournment of the public meeting and each visitor wishing to speak will be required to limit comments to five (5) minutes. Any Board action, comment, or explanation must be submitted to the SPCA of Southwest Michigan office one week prior to a Board meeting for inclusion on the agenda.

Section 4.19 Failure to Attend Meetings. A Director will be deemed to have resigned if he or she misses three (3) meetings of the Board of Directors in succession without prior notification. Notice of this rule must be mailed to such Directors following the second missed meeting.

Section 4.20 Leaves of Absence. When a Board member is unable to attend a series of meeting, the Board of Directors will be responsible for approving a request for a leave of absence from the Board.

Section 4.21 Liability of Director. The Corporation assumes all liability to any person other than the Corporation for acts or omissions of its Directors and said Directors may not be sued by and are not liable to any other person for any reason. A Director must not be personally liable to the Corporation for any reason except:

- A. Breach of the duty of loyalty to the Corporation;
- B. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
- C. Violation of MCL 551 (1);
- D. A transaction from which the Director derived an improper benefit; or
- E. An act or omission that is grossly negligent.

ARTICLE V

OFFICERS

Section 5.01 Number. Officers of the Corporation will consist of the Executive Director who must not be a member of the Board of Directors and of members of the Board of Directors who are elected to such offices by the board. There must be a President, Vice President, Secretary, Treasurer, and Executive Director. A Director may hold more than one office simultaneously.

Section 5.02 Additional Officers. The Board of Directors may appoint such other Officers and agents as it deems necessary who must hold their offices for such terms and exercise such powers and perform such duties as are determined from time to time by the Board of Directors.

Section 5.03 Election. These officers will serve terms of office which expire at the annual meeting. Thereafter, The Board of Directors, at its annual meeting, will elect the Officers of the Corporation and will serve a term of office which will expire at the next subsequent annual meeting. If Officers are not elected at an annual meeting, such Officers may be elected at any subsequent regular or special meeting.

Section 5.04 Term of Office. An officer must hold office for the term of one (1) year or until the resignation or removal of the Officer. The Officer will then be asked by the Board to serve a subsequent year for a total of two years in the same position. Officers may serve for more than one (1) term of office, provided however, that a President will not succeed him or herself more than two (2) terms without vacating the office for at least one (1) year and a treasurer shall not succeed him or herself more than two (2) terms without vacating the office for at least one (1) year.

Section 5.05 Salaries. Officers will serve as a service to the community and will not receive compensation for such service, except that the Board may reimburse Officers for out-of-pocket expenses incurred. Executive Directors receives a salary dependent on the Board of Directors determination.

Section 5.06 Removal and Vacancies. Any Officer elected or appointed by the Board of Directors may be removed, with or without cause, by the Board at any time, by the affirmative vote of two-third (2/3) of the Board of Directors at any two (2) consecutive regularly scheduled meetings of the Board. Notice of the proposed removal will be mailed to the Officer in question following the meeting at which the first vote is taken. Any vacancy occurring in any office of the Corporation will be filled by the Board of Directors. The Officer proposed to be removed will not be allowed to vote on his or her removal.

Section 5.07 Duties of the President. The President will be the chief executive officer of the Corporation. The President will also preside at all meetings of the Board at which he or she is present and must have such authority to perform such other

duties as are assigned by the Board of Directors. The President may appoint a parliamentarian, and will appoint such to the confirmation by the Board of Directors, the chairpersons and members of the Corporation's various committees. The President may sign, with the Secretary or any other Officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed.

Section 5.08 Duties of the Vice President. In the absence or disability of the President, the Vice President will perform all the duties of the President, and when so acting, will have all the powers of, and be subjected to all the restrictions upon, the President.

Section 5.09 Duties of the Secretary. The Secretary will be the custodian of the corporate records and will: 1) Keep the Corporation's minutes of the Board of Directors meetings in one or more books provided for that purpose; 2) Fully give all notices in accordance with the provisions of these By-Laws, or as directed by the Board of Directors; 3) Keep a register of the post office address of each Director of the Corporation; 4) Prepare the minutes which, when approved by the Board of Directors, become the official record; 5) Prepare and keep a record of the membership of all committees. In addition, the Secretary will perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

Section 5.10 Duties of the Treasurer. The Treasurer will verify that the staff provides the Board of Directors or designated committee with regular financial reports, annual audit statements, and other relevant information needed by the Board to make policy decisions and monitor budgets, expenditures, revenues, and financial practices. The Treasurer will perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the Board of Directors. The Treasurer must submit the corporate records to such person as may be chosen by the Board of Directors for an audit.

Section 5.11 Employee Bonds. The Board of Directors may require the Treasurer, and any other officers, agents or employees of the Corporation to give bond for the faithful discharge of their duties, in such sum and of such character as the Board may from time to time prescribe.

ARTICLE VI

COMMITTEES

Section 6.01 Committees. The Board of Directors may create committees for purposes and length of time as it may deem necessary, including standing committees, by a majority vote of Directors at any meeting.

Section 6.02 Appointments. The President of the Board of Directors will appoint the chairperson and members of all committees subject the approval of the Board of Directors.

ARTICLE VII

EXECUTIVE DIRECTOR

Section 7.01 Hiring. The Corporation will have an Executive Director. Applicants for the position will be interviewed and recommended for hiring by a Personnel Committee of the Board of Directors. This Personnel Committee will solicit applications for the position and then conduct a meeting of the Committee at which time applicant's qualifications will be screened, applicants will be interviewed and any other inquiry into the credentials of the applicants deemed appropriate by the committee will be conducted. All members of the Board of Directors will be given copies of all applications, resumes and other written material submitted before the screening meeting and advance notice of the time and place of the meeting. They may attend the meeting, ex officio, and participate in the interviewing of applicants as desired. Within a reasonable time after this screening meeting, the members of the Personnel Committee must meet privately and discuss the applicants. At that time, they shall select, by vote of a simple majority, three applicants whom the Personnel Committee will thereby recommend for the position of Executive Director. The final selection will be made by a majority vote of the Board of Directors at a meeting.

Section 7.02 Responsibilities. The responsibilities of the Executive Director will be established in a job description approved by the Board of Directors or a designated committee. The Executive Director will serve at the will of the Board of Directors.

ARTICLE VIII

EXECUTION OF INSTRUMENTS, DEPOSITS, VOTING OF SECURITIES

Section 8.01 General. Subject to the provisions of Section 8.02 hereof, documents requiring execution or signing on behalf of the Corporation, will be signed by the Executive Director and the President of the Board of Directors unless the Board of Directors otherwise directs by formal resolution entered in the minutes of the Corporation.

Section 8.02 Corporate Indebtedness. No loan will be contracted on behalf of the Corporation, and no evidence of indebtedness will be issued in its name, unless authorized in a formal resolution entered in the minutes of the corporation by the Board of Directors.

ARTICLE IX

INSURANCE

Section 9.01 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or serving at the request of a director, officer, employee or agent.

ARTICLE X

GENERAL PROVISIONS

Section 10.01 Fiscal Year. The fiscal year of the Corporation, if any, will be fixed by resolution of the Board of Directors.

Section 10.02 Offices. The registered office of the Corporation will be as designated in the Articles of Incorporation or at such other place or places within the State of Michigan as the Board of Directors may from time to time determine.

Section 10.03 Review. These By-Laws must be reviewed at least every two (2) years with revisions made as needed according to the procedures in Article XII below.

Section 10.04 Distribution of Assets of Dissolution. Upon dissolution of the Corporation, all liabilities and obligations of the Corporation will be paid and discharged, or adequate provision will be made therefore. All assets held by the corporation on condition of return or transfer upon dissolution will be returned or transferred as required. All remaining assets will be transferred to one or more entities according to the decision of the Board of Directors, provided however, that any such entity will have exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI

AMENDMENTS

Section 11.01 Amendments. These By-Laws will be amended only by a two-thirds (2/3) votes of the Board of Directors at a regularly scheduled meeting. Such proposed amendments will be distributed in writing at the previous regularly scheduled meeting of the Board of Directors.

ARTICLE XII

PARLIAMENTARY AUTHORITY

Section 12.01 Rules of Order. In all matters not covered by statute or these By-Laws, the business of the Corporation will be governed by the rules contained in the current edition of Roberts' Rules of Order, Newly Revised.