

HOOVED ANIMAL HUMANE SOCIETY
10804 McConnell Road
Woodstock, IL 60098
(815) 337-5563

BYLAWS OF THE HOOVED ANIMAL HUMANE SOCIETY

**ARTICLE I
NAME**

The name of the corporation shall be the Hooved Animal Humane Society (the "Society").

**ARTICLE II
PURPOSES**

Section 1. Not for Profit. The Society is organized under the General Not-for-Profit Corporation Act of the State of Illinois (the "Act") and shall have such powers as are now or may hereafter be granted by the Act.

Section 2. Purposes. The Society is organized to operate exclusively for charitable, scientific, and educational purposes, including:

- (a) To prevent cruelty to animals and, specifically, to care for abused or neglected hooved animals by providing food, shelter and medical attention;
- (b) To develop, promote, provide, and fund increased public support for the humane treatment of hooved animals;
- (c) To develop, promote, provide and fund education and training related to the humane treatment of hooved animals;
- (d) To develop and promote public interest and awareness in the proper care of hooved animals; and
- (e) To engage in any and all lawful activities that may be incidental or reasonably related to any of the foregoing purposes.

Section 3. Rules. The following rules shall conclusively bind the Society and all persons acting for or on behalf of it:

- (a) No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Society shall be authorized and empowered to pay reasonable

compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

- (b) No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Society shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- (c) The Society shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States internal revenue statute; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States internal revenue statute.

ARTICLE III REGISTERED OFFICE AND AGENT

The Society shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois as the Board of Trustees may from time to time determine.

ARTICLE IV MEMBERS

Section 1. Membership. Membership shall be granted according to procedures adopted by the Board of Trustees to all persons, corporations, foundations or other organizations who support the mission of the Society and who overtly express interest in the Society by making a qualifying contribution on an annual basis. Membership is a requirement for service on the Board of Trustees, the Advisory Council, or any committee of the Society.

Section 2. Voting. Members are not entitled to vote.

Section 3. Resignation. Members may resign from the Society at any time by giving written notice to the Secretary or the Executive Director.

Section 4. Suspension or Termination of Membership. Membership in the Society may be suspended or terminated for cause. Sufficient cause of such suspension or termination of membership shall be a violation of the Bylaws or any rule or practice of the Society or any other conduct prejudicial to the best interests of the Society. Suspension or termination shall be by majority vote of the Board of Trustees. In addition, the membership of any member who becomes ineligible for membership or who fails to make a qualifying contribution on an annual basis shall be terminated automatically. In special circumstances such termination may be delayed by the Executive Committee.

**ARTICLE V
MEETINGS OF MEMBERS**

Section 1. Special Meetings. Special meetings of the members may be called by the Chair or by the Board of Trustees.

Section 2. Notice. Notice of the day, time, and place of any annual or special meeting shall be delivered not less than five, nor more than sixty days, before the date of the meeting.

**ARTICLE VI
BOARD OF TRUSTEES**

Section 1. General Powers. The affairs of the Society shall be managed by a board of directors known as the Board of Trustees, which shall supervise, control and direct the business and affairs of the Society; shall determine its policies or changes therein within the limits of these Bylaws; shall actively promote its purposes; and shall have discretion in the disbursement of its funds. The Board of Trustees may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition, Appointment, Qualifications and Term. The Board of Trustees shall be comprised of no less than three (3) nor more than seven (7) Trustees elected or appointed by the Board of Trustees by a vote of two-thirds of the entire Board of Trustees. Each Trustee shall take office at the conclusion of the Annual Meeting of the Society closest to his or her appointment or election and shall continue in office until his or her successor is duly elected or appointed, and qualified. Trustees shall be appointed or elected to two-year terms such that approximately one-half of the Trustees are elected or appointed each year. Trustees may succeed themselves in office. In addition, the Executive Director will be required to attend meetings of the Board unless otherwise notified. The Executive Director does not have voting privileges.

Section 3. Regular Meetings. The Board of Trustees may provide by resolution the time, date and place, either within or without the State of Illinois, for the holding of an Annual Meeting and additional regular meetings without other notice than such resolution; provided, however, that unless otherwise duly noticed, the regular or special meeting of the Board of Trustees which follows most closely November 1 of any year shall be the Annual Meeting of the Board of Trustees for that year.

Section 4. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the Chair or any three (3) Trustees. Special meetings of the Board of Trustees may include but are not limited to closed sessions during which non-Board members are not allowed to be present.

Section 5. Notice. Notice of any special meeting of the Board of Trustees shall state the time, date and place of the meeting and shall be given at least three (3) days prior to the date of such meeting, by written notice delivered personally, by postal

mail, by electronic mail, or by facsimile transmission to each Trustee at his or her address as shown in the records of the Society; provided, however, in the case of a meeting held pursuant to Article VI, Section 11 below, notice may be given no less than twenty-four hours prior thereto. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any duly called meeting of the Board, provided, that if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Trustees present at a duly called meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 8. Vacancies. Any vacancy occurring on the Board of Trustees for any reason shall be filled by the affirmative vote of a majority of the remaining Board of Trustees. A Trustee appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office and until his or her successor shall have been elected and qualified.

Section 9. Removal. A Trustee may be removed by the affirmative vote of a majority of the remaining Board of Trustees whenever, in their judgment, the best interests of the Society would be served thereby.

Section 10. Informal Action. Any action which is required by law, the Articles of Incorporation or these Bylaws to be taken at a meeting of the Board of Trustees, or any other action which may be taken at a meeting of the Board of Trustees, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the Trustees entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the Trustees shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Trustees.

Section 11. Meeting by Communications Equipment. Members of the Board, or of any committee designated by the Board, may take any action permitted or authorized by law or the Articles of Incorporation or these Bylaws pursuant to meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 12. Communications. The Board of Trustees shall maintain open lines of communication with all Society employees and volunteers and members of the public.

ARTICLE VII OFFICERS

Section 1. Officers. The officers of the Society shall be a Chair, a Vice Chair, a Secretary and a Treasurer. In addition, the Board of Trustees shall elect or appoint such other officers as it deems desirable, who shall have the authority to perform the duties prescribed from time to time by the Board of Trustees.

Section 2. Election, Tenure and Qualifications. The Chair, Vice Chair, Secretary and Treasurer shall be elected by the Board of Trustees from among its members at the Annual Meeting of the Board, or as soon thereafter as practicable. The officers shall serve one-year terms and until their successors shall have been duly elected and qualified, or until their death, resignation or removal in the manner hereinafter provided.

Section 3. Removal. The Chair, Vice Chair, Secretary and Treasurer may be removed from office by an affirmative vote of the Board of Trustees whenever in its judgment the best interests of the Society would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in the office of Chair shall be filled by the Vice-Chair. A vacancy in the office of Vice Chair, Secretary or Treasurer shall be filled by action of the Board of Trustees at the next regular or special meeting thereof. An officer elected to fill a vacancy shall serve for the unexpired term of his or her predecessor, and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal.

Section 5. Chair. The Chair shall be the principal executive officer of the Society, and shall in general supervise and control all the affairs of the Society. The Chair shall preside at all meetings of the Board of Trustees. The Chair may sign, with the Secretary or any other proper officer of the Society authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts or other instruments which the Board of Trustees has authorized to be executed, except documents the execution of which shall be expressly delegated by law, the Articles of Incorporation, these Bylaws, or the Board of Trustees to some other officer or agent of the Society. The Chair shall, in general, perform all duties customarily incident to the office of chair and such other duties as may be prescribed from time to time by the Board of Trustees.

Section 6. Vice Chair. The Vice Chair shall assist the Chair in the discharge of the duties of the Chair as the Chair may direct and shall perform such other duties as may be assigned from time to time by the Chair or the Board of Trustees. In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have all the

powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or by the Board of Trustees.

Section 7. Secretary. The Secretary shall keep minutes of the meetings of the Board of Trustees in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with the provisions of these Bylaws or applicable law; shall be custodian of the corporate records; and in general shall perform all duties incident to the office of secretary and such other duties as may be assigned from time to time by the Chair or the Board of Trustees. The duties of the Secretary may be assigned in whole or in part to the Executive Director.

Section 8. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Society and shall have charge of and be responsible for the maintenance of adequate books of account for the Society; shall supervise custody of all funds and securities of the Society, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and shall in general perform all of the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the Chair or the Board of Trustees. The duties of the Treasurer may be assigned in whole or in part to the Executive Director.

ARTICLE VIII EXECUTIVE DIRECTOR

The administrative and day-to-day operation of the Society shall be in a salaried staff head employed or appointed by the Board of Trustees. The Executive Director shall be responsible to the Board of Trustees and shall have the authority to execute contracts on behalf of the Society as approved by the Board of Trustees. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Society. The Board of Trustees will review any and all hiring/firing of employees of the Society planned by the Executive Director of the Society, and all hiring or firing shall be made subject to approval of the Board of Trustees. The Executive Director retains the ability to suspend employees. The Executive Director may carry out the duties of the Secretary and Treasurer of the Society and perform such other duties as may be specified by the Board of Trustees.

ARTICLE IX COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the officers of the Society. The Executive Committee may exercise the authority of the Board in the management and affairs of the Society during the intervals between meetings of the Board, subject at all times to the Bylaws of the Society and the prior resolutions, regulations, and directives issued, adopted or promulgated by the Board. A majority of the members of the Executive Committee shall constitute a quorum for the

transaction of business. Meetings may be called by the Chair or by any two Executive Committee members.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Trustees in the management of the Society may be designated by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Trustees of the Society, and the Chair of the Society shall appoint the members thereof; provided that any member thereof may be removed by the Board whenever in its judgment the best interests of the Society would be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees of the Society and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 4. Chair. One member of each committee shall be appointed chair.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as the original appointments to that committee.

Section 6. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board or by the Chair in establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Trustees.

ARTICLE X ADVISORY COUNCIL

The Board of Trustees may appoint an Advisory Council to serve as an advisory body to the Board of Trustees. The Advisory Council shall meet at such times and places as may be determined by the Board of Trustees. Members of the Advisory Council may serve on committees designated by the Board of Trustees pursuant to Article IX, Section 2.

ARTICLE XI CONTRACTS, CHECKS, DEPOSITS AND BONDING

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, 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. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer and countersigned by the Chair or Vice Chair of the Society.

Section 3. Deposits. All funds of the Society 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 Trustees may select.

Section 4. Bonding. The Board of Trustees may provide for the bonding of such officers and agents of the Society as it may from time to time determine.

Section 5. Gifts. The Board of Trustees may accept on behalf of the Society any contribution, gift, bequest or device for the general purposes or for any special purpose of the Society.

ARTICLE XII BOOKS AND RECORDS

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees and committees having any of the authority of the Board of Trustees.

ARTICLE XIII FISCAL YEAR

The fiscal year of the Society shall be determined from time to time by the Board of Trustees.

ARTICLE XIV WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, 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 XV INDEMNIFICATION

The Society shall indemnify all present and former officers, trustees, and committee members of the Society as well as all former continuing members to the full

extent permitted by the General Not-For-Profit Corporation Act of the State of Illinois, as amended, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Trustees of the Society.

ARTICLE XVI DISSOLUTION

Upon the dissolution of the Society, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Society, transfer all of the remaining assets of the Society (except any assets held by the Society upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding provision of any future United States internal revenue statute), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Society is then located, to be used in such manner as in the judgment of such court will best accomplish the general purposes for which the dissolving corporation was organized.

ARTICLE XVII USE OF ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law, any action to be taken or notice delivered under these Bylaws may be taken or transmitted via electronic mail or other electronic media.

ARTICLE XVIII AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of a majority of the Trustees present and voting at any meeting of the Board at which a quorum is present.

Adopted March 2003

Revised November 12, 2005

Revised January 2007

Amended February 2008