

SECOND AMENDED BY-LAWS
of the
NEVADA HUMANE SOCIETY Approved March 10, 2015

ARTICLE I
NAME, TERRITORY & PRINCIPAL OFFICE

Section 1. NAME: This corporation shall be known as the NEVADA HUMANE SOCIETY (hereinafter "the SOCIETY").

Section 2. INCORPORATION: The SOCIETY was incorporated in 1932 in the State of Nevada and is a nonprofit, tax exempt corporation that shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 3. AREA OF OPERATION: The territory in which the SOCIETY shall function includes, but is not limited to, the State of Nevada.

Section 4. PRINCIPAL OFFICE: The principal office and headquarters of the SOCIETY shall be located in the County of Washoe, State of Nevada.

ARTICLE II
PURPOSES & USE OF FUNDS

Section 1. MISSION: The SOCIETY'S mission is to promote animal welfare and to provide for the relief and prevention of all animal suffering in Nevada by bringing people and animals together to create a no-kill community in Nevada. The SOCIETY is specifically designated as a no-kill organization, working to create, sustain and promote all aspects of a no-kill animal welfare community in Nevada. The SOCIETY works to accomplish these purposes through shelter-based activities such as adoption, low-cost spay and neuter, vaccination clinics, behavioral therapy, animal help desk information services, as well as through education, legislation, public relations, community outreach and coordination with various other animal welfare organizations. The SOCIETY is authorized to perform a full range of humane animal control and animal services functions.

Section 2. CONTRIBUTIONS: The SOCIETY receives primary support from private contributions and may also receive funding and support from public entities, private corporations, other non-profit groups and any other proper source.

Section 3. USE OF FUNDS: None of the net earnings of the SOCIETY shall inure to the benefit, either directly or indirectly, or be distributable to, any Director, Officer or other private person, with the exception that the SOCIETY is authorized to pay reasonable compensation for services rendered to those who are employed by the SOCIETY, may pay entities with which the SOCIETY has entered into a contractual relationship, and may make lawful payments and distributions in furtherance of the purposes of the SOCIETY.

ARTICLE III CORPORATE POWERS

Section 1. POWERS OF THE BOARD OF DIRECTORS: Subject to the limitations of the Articles of Incorporation and of these By-Laws and of the Nevada General Corporation Law as to any action which shall be authorized or approved by the Board of Directors, all corporate powers of the SOCIETY shall be vested in and exercised by, and the business and affairs of the SOCIETY shall be directed and controlled by, a Board of Directors. The SOCIETY shall have the power to do any and all lawful acts which may be necessary or convenient to accomplish the charitable purpose for which the SOCIETY is organized.

ARTICLE IV DIRECTORS

Section 1. NUMBER OF DIRECTORS: The Board of Directors shall be composed of not more than twenty-three (23) members, but no act of the Board of Directors shall be void because, at any time, there are fewer than twenty-three (23) Directors in office. The Board may increase or decrease the number of Directors from time to time as necessary for the proper operation of the SOCIETY, so long as the number of Directors does not exceed twenty-three (23).

Section 2. ELIGIBILITY: Eligible candidates for service on the Board of Directors must be eighteen (18) years of age. No person who is a full-time salaried employee of this or any other humane society shall be eligible for election as a Director. No person who derives his or her livelihood or any significant income from the purchase, sale, use or commercial exploitation of animals, or whose employment or use of animals in his/her occupation, or otherwise, is in any manner in conflict with the stated policies or principles of this organization, shall be eligible for election as a Director.

Section 3. TERM OF OFFICE: The Board of Directors shall be divided into three (3) classes of equal or approximately equal size. The term of office for each elected Director shall be three (3) years. Annually, one-third (1/3) of the membership of the Board of Directors shall be elected for a term of three (3) years by secret ballot. Directors shall be eligible for re-election for one (1) additional consecutive three (3) year term and shall thereafter be term-limited. Term-limited Directors shall be eligible to hold office following the expiration of one (1) year following the date the term-limited Director last held office.

Section 4. DUTIES OF DIRECTORS: Directors are the primary governors of the affairs of the SOCIETY. Their duties shall be to contribute their best judgment and efforts to such governance, to attend and participate in regular and other meetings of the Board, to assist and participate in fundraising and community awareness efforts promoted by the SOCIETY, to represent the SOCIETY in a professional and dignified manner, and to contribute financially to the accomplishment of the SOCIETY's Purposes.

Section 5. VACANCIES: In the event any Director shall by death, resignation, incapacity to act or otherwise, cease to be a Director during his or her term, his or her successor shall be chosen by the Board of Directors from the recommendations of a Nominating Committee, and shall hold office during the remainder of the unexpired term of his or her predecessor. In no case

may a person be appointed to serve as a Director who is ineligible for election as a Director. The Directors shall be selected entirely on a nondiscriminatory basis with respect to race, creed, ancestry, national origin, marital status, gender, sexual orientation, religion, age, physical disability, or veteran's status.

Section 6. TERM OF OFFICE FOR NEW APPOINTEES: In order to maintain numerical balance among the three (3) classes of the Board and to achieve the goal of Director term-limits, a nominee for a hitherto unfilled vacancy on the Board of Directors may be elected for a term shorter than three (3) years.

Section 7. ABSENCE: If any Director shall be absent without excuse for one-third (1/3) or more of the Board meetings per year, that Director shall be deemed to have resigned from the Board of Directors. Excused absences shall be approved or disapproved by prior or contemporaneous determination by the President's sole and reasonable discretion. Excused absences of the President shall be approved or disapproved by the Vice-President. Written notice of resignation by absence shall be sent to a former Director as applicable. The vacancy so caused may be filled in the ordinary course of Board business. Alternatively, if, by majority vote, the Board of Directors determines that there are extraordinary or special circumstances causing the Director to be absent from said Board meetings and giving rise to the resignation, the Director may be reinstated to the Board of Directors for the remainder of his or her term.

Section 8. REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held at such times and places as shall be fixed by the Board, provided that the Board of Directors shall meet at least quarterly for the transaction of business. Directors are expected and encouraged to attend the regular meetings in person. If a Director cannot attend a regular meeting in person, such Director shall provide the President with advance notice and the SOCIETY will endeavor to arrange for remote participation via telephonic, videoconference or other electronic means, so long as all participating Directors are able to interact with each other at the meeting.

Section 9. SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by the President or Vice-President, in their discretion at any time, with reasonable notice given to all Board members. In the event any other Director requests a special meeting of the Board of Directors, such request shall be made to either the President or Vice-President, approval of which shall not be unreasonably denied. Special meetings shall be attended by Directors in the same manner as regular meetings.

Section 10. NOTICE OF MEETINGS: For regular meetings of the Board, the SOCIETY shall establish an annual calendar of meetings. For special meetings or modifications to regular meetings of the Board, the SOCIETY shall provide the Directors with reasonable notice, no less than three (3) days, by mail, electronic mail, or telephone. Notices shall specify the place, date and hour of meeting. No notice shall be required for any meeting date set when a quorum of the Directors is present and votes to contemporaneously schedule said meeting. Individual Directors may waive notice of any meeting.

Section 11. QUORUM: A majority of the currently serving members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting. No SOCIETY

business may be transacted without a quorum. A member must be physically present unless arrangements have been made to participate remotely as described in Article IV, Sections 8 and 9, above. The action of the majority of the Board of Directors present at any meeting when duly assembled is valid as an act of the Board of Directors, except as otherwise provided herein.

Section 12. VOTING: Except as otherwise specifically prescribed in these By-Laws, decisions at any meeting of the Board of Directors, the Executive Committee, or other committees, shall be by majority vote of those participating and voting. Each Director shall have one (1) vote. Votes must be made in person unless the SOCIETY specifically authorizes voting by mail ballot or electronic means.

Section 13. COMPENSATION OF DIRECTORS: Directors, Officers and members of committees shall be considered for all purposes to be volunteers and shall not receive any compensation, salaries or fees for their regular services to the organization, but may, at the advance direction of the Board of Directors, be reimbursed for any incidental expenses incurred in fulfilling their duties.

Section 14. INDEMNIFICATION: The SOCIETY shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the SOCIETY against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Section 14 shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE V OFFICERS

Section 1. **SELECTION OF OFFICERS:** Biennially, the Board shall elect from its own membership a President, a Vice-President, a Secretary and a Treasurer. The Board may also elect such other officers as the business of the SOCIETY may require.

Section 2. **TERM OF OFFICE:** All officers shall hold office for a term of two (2) years at the pleasure of the Board of Directors, but in no case beyond the time their respective successors shall be elected and shall qualify. Any officer may be removed from office by the Board of Directors at any time by a 2/3 majority vote of the Directors. All voting related to Officers shall be by secret ballot.

Section 3. **VACANCIES:** Whenever any vacancy shall occur in any office of the SOCIETY by death, resignation or other reason, the vacancy shall be filled by the Board of Directors consistent with the provisions of Article IV, Section 5.

Section 4. **PRESIDENT:** The President shall preside over all meetings of the SOCIETY, the Board and the Executive Committee; shall be, ex officio with a vote, a member of all committees of the Board; shall deliver to the Board a comprehensive report of the program and policies followed by the SOCIETY in the preceding year, together with a statement of principal goals and objectives for the coming year, and shall exercise all of the normal duties of the Office of the President.

Section 5. **VICE-PRESIDENT:** The Vice-President shall assist the President in his or her duties and, in the absence of the President, shall have and exercise the powers of the President. When acting in the absence of the President, the Vice-President shall have the powers of the President and be subject to the restrictions of the office of President.

Section 6. **SECRETARY:** The Secretary, or his or her designated agent, shall have custody of the corporate seal, give all required notices of membership meetings and meetings of the Board of Directors, record and keep the minutes and other records of the SOCIETY (except financial records), and attest and affix the corporate seal to any instrument requiring such action. The Secretary may appoint a staff assistant employed by the SOCIETY to assist in the performance of all or part of the duties of the Secretary, subject to approval by the Board of Directors.

Section 7. **TREASURER:** The Treasurer, or his or her designated agent, shall have custody of the funds and other property of the SOCIETY and shall make and keep records thereof and of all receipts and disbursements of the SOCIETY, and shall deposit all monies and valuable effects of the SOCIETY in its name and to its credit with such depositories or depositories as shall be designated by the Board of Directors, the Treasurer, or his or her designated agents, shall be charged with disbursement of funds of the SOCIETY and the taking of proper vouchers therefor, and shall cause to be rendered to the Board, at least annually, a detailed financial statement of income and expense, which shall also include a summary of all money assets of the SOCIETY.

The Treasurer shall render to the Board such other reports as the Board shall require and shall make a financial report available to any member upon request, at any time.

The Treasurer, or his or her designated agents, shall cause a biennial audit of the Society's books and financial records to be performed by a certified public accountant appointed or approved by the Board of Directors, and copies of the resulting certified audit shall be made available to each member of the Board of Directors. Full particulars of such audit shall be presented, preferably by the certified public accountant, to the Board. The Treasurer may reimburse the certified public accountant for services at a rate approved by the Board of Directors.

ARTICLE VI THE EXECUTIVE DIRECTOR

Section 1. **APPOINTMENT:** The Board of Directors shall appoint an Executive Director to manage the day-to-day operations of the SOCIETY.

Section 2. **ROLE:** The Executive Director shall be the principal executive officer of the SOCIETY and shall report to the Board of Directors and the Executive Committee thereof. The Executive Director shall conduct the activities and business of the SOCIETY in accordance with the principles and policies prescribed by the Board of Directors and, as a visible representative of the organization, shall promote the best interests of the SOCIETY through education, awareness and outreach to Nevada communities. The Executive Director's compensation shall be determined by the Board and it shall have the authority to enter into an employment contract with the Executive Director if it is deemed beneficial to the SOCIETY. Notwithstanding any provision in these By-Laws to the contrary, the Executive Director may be terminated by the Board of Directors only with the approval of two-thirds (2/3) of the currently serving Board of Directors.

Section 3. **STAFF:** The Executive Director shall employ and have full authority over all employees, contracted workers, consultants and volunteers of or to the SOCIETY, and shall determine the duties and, within the limits of the budget approved by the Board, the compensation of all such employees, contracted workers and consultants. The Executive Director shall also establish appropriate operating policies and procedures for the SOCIETY in compliance with applicable local, state and federal laws.

Section 4. **BUDGET:** The Executive Director, or his or her designated agent(s), shall, by the first regularly scheduled meeting of the Board of Directors of each calendar year, submit to the Finance Committee a written budget and program proposal for that year. The Finance Committee shall review and approve the budget after consultation with the Executive Director and submit its approved budget to the Board of Directors. The Board shall approve or amend and adopt a budget for that year and the Executive Director shall operate in conformance with the adopted budget.

Section 5. **OTHER TASKS:** The Executive Director shall assist the Board of Directors as they may require in the execution of their duties.

Section 6. EVALUATION: The Board shall evaluate the Executive Director at least once annually. The evaluation shall be made in accordance with the current appropriate job description or contract, and shall be based upon the Executive Director's compliance with the established goals of the organization. The Executive Director serves at the pleasure of the Board.

ARTICLE VII COMMITTEES

Section 1. THE EXECUTIVE COMMITTEE: The Board of Directors may appoint an Executive Committee to act for the Board of Directors upon any business of the organization of an emergency nature or requiring prompt action of the Board. The Board of Directors may also specifically delegate other tasks or matters to the Executive Committee. The Executive Committee shall consist of the President of the Board, immediate past President of the Board, Vice-President, Secretary and Treasurer. Any three of said members constitutes a quorum of the Executive Committee. The Executive Committee, so acting, shall, within ten (10) days of such action, report in writing to the members of the Board of Directors the action of the Executive Committee. The Executive Committee shall adopt such rules and regulations as it may deem prudent for its management.

Section 2. OTHER COMMITTEES: The Board of Directors may create other Committees as the Board deems advisable and may delegate to such Committees such duties and powers from time to time as it shall deem necessary and desirable in accordance with applicable laws.

ARTICLE VIII MISCELLANEOUS

Section 1. CONDUCT OF MEETINGS: All meetings of the SOCIETY, the Board of Directors, and Committees shall be conducted pursuant to Roberts Rules of Order as set forth in the last published revision thereof.

Section 2. FISCAL YEAR: The fiscal year of the SOCIETY shall be January 1 to December 31, unless otherwise fixed by the Board of Directors then serving.

Section 3. CORPORATE SEAL: The Board of Directors may prescribe the design for a corporate seal. The seal may or may not, at the Directors' discretion, be used by causing it or a facsimile or electronic copy thereof to be impressed or affixed or reproduced otherwise.

Section 4. BOOKS AND RECORDS: The SOCIETY shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of the Board of Directors. In addition, the SOCIETY shall keep a copy of the SOCIETY's current Articles of Incorporation, Bylaws, and any other corporate documents, as amended.

ARTICLE IX AMENDMENTS

Section 1. AMENDMENTS TO THE BY-LAWS: These By-Laws may be altered, amended, added to or repealed by an affirmative vote of two-thirds (2/3) of the Board of Directors then serving, provided that any such amendment shall not create a violation of state, local or federal law, nor shall it create a violation of the provisions of Section 501(c)(3) Internal Revenue Code of 1986, as amended. In the event of such violation, the relevant provision shall be disregarded and the remaining provisions of the By-Laws shall remain in full force and effect.

I HEREBY CERTIFY that the Foregoing Second Amended By-Laws of the Nevada Humane Society were approved at the meeting of the Board of Directors of the said corporation on March 10, 2015.

Secretary
NEVADA HUMANE SOCIETY
Board of Directors

Date

SUBSCRIBED & SWORN TO

Before me this _____ day of March, 2015.

Notary Public