

AMENDED BY-LAWS

of the
NEVADA HUMANE SOCIETY
Approved July 25, 2023

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 another private person, with the exception that the SOCIETY is authorized to pay reasonable compensation for services rendered to those who the SOCIETY employs, 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. Directors shall not be paid by the Society or any other sources for services rendered to the Society, except for reimbursement of pre-approved expenses incurred.

ARTICLE III CORPORATE POWERS

Section 1. GENERAL POWERS: The Board of Directors shall manage and have control of and responsibility for the business of the SOCIETY and may exercise all of the powers of the Society.

ARTICLE IV MEETINGS

Section 1. 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 2. 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 3. SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by the President, Vice-President, or Executive Committee, at 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. Directors shall attend special meetings in the same manner as regular meetings.

Section 4. PUBLIC MEETINGS: Meetings of the general public may be called from time to time by a majority vote of the Board of Directors at a time and place determined by the Board of Directors.

Section 5. 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 the meeting. No notice shall be required for any meeting date set when a quorum of the Directors is present and votes to schedule said meeting contemporaneously. Individual Directors may waive notice of any meeting.

Section 6. 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, Section 2 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.

ARTICLE V DIRECTORS

Section 1. NUMBER OF DIRECTORS: The Board of Directors shall comprise not less than three (3) members. 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 is never less than three (3).

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 the Society or any other animal welfare organization 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 shall be eligible for election as a Director. No person who is actively involved with work or initiatives that may present a conflict of interest with the stated policies or principles of the SOCIETY are 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. STANDARDS OF CONDUCT: The standard of conduct for Directors of the SOCIETY requires the Directors to (1) act in good faith; (2) with the care that an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner the Director reasonably believes to be in the best interest of the SOCIETY. The SOCIETY is

prohibited from loaning money or issuing a guarantee of the obligation of a Director.

Section 6. 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 status.

Section 7. 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 8. 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 a 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. Voting by electronic means must be unanimous or the matter will be deferred to the next regular meeting.

Section 9. 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 by the organization or any other source but may, at the advance direction of the Board of Directors, be reimbursed for any incidental expenses incurred in fulfilling their duties.

No Compensation shall be allowed with an identified conflict of interest. In conducting the affairs of the Nevada Humane Society, duality or conflict of interest shall be presumed when a Director, Officer, member, or a member of his/her immediate family serves as a trustee, officer, staff member, or holder of more than 10% of the ownership of organization or firm; has a formal affiliation or interest in an affected organization or firm; that could expect financial gain or loss from a particular decision.

Section 10. INSURANCE: The SOCIETY shall have the power to purchase and maintain Directors and Officers insurance on behalf of any agent of the SOCIETY against any liability asserted against or incurred by the agent in any such capacity or arising out of the agent's status as such, whether or not the SOCIETY would have the power to indemnify him or her against such liability under the provisions of this article. Any such insurance may be procured from any insurance company in good standing in which the Board of Directors chooses, avoiding any conflict of interest.

Section 11. 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 11 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 that 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 that 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 VI 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. All voting related to Officers shall be by secret ballot.

Section 3. VACANCIES OR REMOVAL: 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 V, Section 6. The Board of Directors shall have the power to remove an officer or Director of the SOCIETY by 2/3 majority vote of the Directors, whenever, in their judgment, the best interests of the Society will be served thereby.

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 the 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 the 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 an annual 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 VII THE EXECUTIVE DIRECTOR/CEO

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

Section 2. ROLE: The Executive Director/CEO 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/CEO 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 Board shall determine the Executive Director/CEO's compensation, and the Board shall have the authority to enter into an employment contract with the Executive Director/CEO if it is deemed beneficial to the SOCIETY. Notwithstanding any provision in these By-Laws to the contrary, the Executive

Director/CEO 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/CEO 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/CEO 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/CEO, 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/CEO 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/CEO shall operate in conformance with the adopted budget.

Section 5. OTHER TASKS: The Executive Director/CEO 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/CEO 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/CEO's compliance with the established goals of the organization.

ARTICLE VIII COMMITTEES

Section 1. THE EXECUTIVE COMMITTEE: The Board of Directors shall have the power to appoint by resolution adopted by a majority of the entire Board an executive committee composed of three or more Directors, who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the SOCIETY between meetings of the Board; provided, however, that said executive committee shall not possess the power or authority to change, modify, alter or amend SOCIETY policy nor change, modify, alter or amend the SOCIETY's budget. Any and all changes to both the SOCIETY's policy and budgetary considerations shall require an affirmative vote of two-thirds (2/3) of all Directors then in office.

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. The President shall appoint the Committee Chairs or the Chairs may be selected by a majority vote of the Board of Directors. No person ineligible to serve on the Board of Directors will be allowed to serve on a committee.

ARTICLE IX
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, and make available for public inspection.

Section 5. INTERNAL CONTROLS: The Board of Directors shall establish policies and procedures to ensure proper and adequate controls of the SOCIETY's financial affairs.

Section 6. AUDITS AND FINANCIAL REPORTS: An independent certified public accountant shall be retained by the Board of Directors, at the direction of the Treasurer, to perform an annual audit of the financial statements of the SOCIETY. A report of the said audit shall be submitted to the Board of Directors for consideration. A summary report of the financial condition of the SOCIETY shall be presented at the annual meeting.

ARTICLE X
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 Amended By-Laws of the Nevada Humane Society were approved at the meeting of the Board of Directors of the said corporation on July 25th, 2023.

Secretary

NEVADA HUMANE SOCIETY
Board of Directors

Date