

**BYLAWS
PEOPLE FOR ANIMAL WELFARE
IN EL DORADO COUNTY (PAWED)
Shingle Springs, California
(Revised November, 2004)**

1. Offices

1.1 Principle Office

The Principle Office of the Corporation for its transaction of business is located in the city of Shingle Springs, California.

1.2 Change of Address

The Board of Directors (hereafter referred to as the Directors or the Board) is hereby granted full power and authority to change the Principle Office of the Corporation from one location to another in the County of El Dorado, California. Any such change shall be noted by the secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

2. Purposes

2.1 Purposes

This corporation is a nonprofit public benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes. The specific purpose for which this corporation is organized is to save and improve the lives of companion animals in El Dorado County.

3. Donations

This corporation may accept gifts, legacies, donations and/or contributions in any amount and any form.

4. Members

4.1 Members

Any person and/or agency interested in the purposes for which the Corporation has been incorporated, and expressing a desire to support the Corporation's purpose may become a member of the organization.

4.2 Class of Membership

Student	\$ 15.00
Individual	\$ 25.00
Family (all immediate members included – 2 votes per family)	\$ 35.00
Business (Owners only – 1 vote per business)	\$ 50.00
Support	\$100.00
Life	\$500.00
Honorary	no membership fees

4.3 Payment of Dues

Dues are payable annually at the beginning of each calendar year, with the exception of life memberships. If such dues are not paid within sixty (60) days, thereafter membership shall cease. If dues resume, membership resumes.

4.4 Privileges of Membership

4.4.1 The privilege of voting is granted upon receipt of annual dues.

4.4.2 The privilege of the floor shall be extended to any person entitled to vote at meetings of this corporation.

4.5 Termination of Membership

The Board of Directors may terminate any membership for cause at any time and shall have full discretionary powers in doing so. Membership dues will not be refunded upon termination.

4.6 Reimbursement

Members may be reimbursed for PAWED business related expenses of \$20.00 or less with approval of the President. Any expense in excess of \$20.00 must be pre-approved by the Board to be entitled to reimbursement.

5. Meetings of Members

5.1 Annual Meeting

The Annual Meeting of this Corporation for the election of Directors and the transaction of any other business shall be held at such time and place as may be designated by the Board of Directors. Notice of the meeting shall be published or notices may be mailed to members at least twenty-one (21) days in advance of the date set for such meeting.

5.2 Regular Meetings

The schedule for Regular Meetings to be held during the calendar year shall be determined at the Annual Meeting. Notices of Regular Meetings shall be published in January of each year and reminders may be mailed to members in advance of the date set for each meeting.

5.3 Special Meetings

Any Board member may call Special Meetings at any time. Notice of such meetings shall be published or notices may be mailed to members at least ten (10) days in advance of the date set for such meeting.

5.4 Quorum

A majority of the members of the Board of Directors shall constitute a quorum. A lesser number shall have the power to adjourn to a specified later date and specified place.

5.5 Rules

Any question concerning Parliamentary Procedure at meetings of this organization shall be determined by reference to the most recent revision of Robert's Rules of Order.

6. Directors

6.1 Number

The Corporation shall have neither less than three (3) nor more than eleven (11) Directors. The exact number shall be decided from time to time, within the limits specified in this bylaw by a vote of the general membership.

6.2 Qualifications

The Directors of the Corporation shall be residents of El Dorado County in the State of California, unless the current Board grants an exception. Only active members are eligible for election as Directors. No person who derives his or her livelihood or any significant income from the commercial exploitation or sale of dogs or cats and no

person convicted of cruelty to animals or who engages or has engaged in blood sports involving animals may be a Director. If there is any circumstance that arises regarding the qualifications of a person to be a Director, the current Board will make a determination of their eligibility.

6.3 Term of Office

Each Director shall hold office for a term of one (1) year from the date of such Director's election and until such Director's successor is elected and qualified under Section 6.2 of these bylaws.

6.4 Nomination

Nominations may be made by notifying any member of the Nominating Committee before the day of the Annual Meeting. Nominations also may be made from the floor at the Annual Meeting.

6.5 Election

The Directors shall be elected by votes cast by secret ballot at the Annual Meeting of the membership. Election shall be by simple majority of members present in addition to any absentee ballots submitted at the Annual Meeting.

6.6 Compensation

The Directors shall serve without compensation. The Directors shall be entitled to reimbursement of their reasonable out-of-pocket expenses on behalf of the Corporation pending pre-approval by the Board of Directors for such expenses in excess of \$50.00, and approval of the President for expenses of \$50.00 or less.

6.7 Authority

The Board shall have control of and be responsible for the management of the affairs and property of the Corporation; shall have power to fill vacancies on the Board or in the offices for the unexpired portion of any term either upon or without recommendation from the Nominating committee; shall have full discretion in the termination of memberships; shall appoint and have the power to remove all Officers and prescribe their duties, not inconsistent with the provisions of these bylaws; and generally shall have the full power to do, or require to be done, everything deemed necessary or expedient for the promotion of the Corporation's welfare.

6.8 Directors Meetings

A meeting of the Directors shall be held within fifteen (15) days following their election at the Annual Meeting. At least one other regular meeting of the Board of Directors shall be held prior to the end of the year. Other regular meetings of the Board of Directors may be held at such other times as determined by the Board.

6.9 Quorum

A simple majority of the Directors then in office shall constitute a quorum for the transaction of any business.

6.10 Transactions of the Board

Except as otherwise provided in the Articles, in these bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. Any meeting at which a quorum was initially present may continue to transact business, notwithstanding the withdrawal of a Director(s) if at least the required quorum for such a meeting remains.

6.11 Conduct of Meetings

The President of the Corporation, or, in his/her absence, any Director selected by the Directors shall preside at meetings of the Board of Directors. The Secretary of the Corporation, or, in the Secretary's absence, any person appointed by the presiding Officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

6.12 Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Notice of the adjournment to another time or place must be given twenty-four (24) hours prior to the time of the rescheduled meeting to the Directors who were not present at the time of the adjournment.

6.13 Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing or verbally consent and that consent is documented in writing, to such action. Such written consent(s) shall be filed with the minutes of the proceedings of the Board. Such action by written consent(s) shall have the same force and effect as the unanimous vote of such Directors.

6.14 Removal Of Directors

The Board may declare vacant the office of a Director if any of the following occurs.

- A. The Director has been declared of unsound mind by a final order of court.
- B. The Director has been convicted of a felony.
- C. The Director has been found by a final order or judgment of any court to have breached duties arising as a result of Section 7238 or any duty under Article 3 (commencing with Section 5230) of the California Corporations Code.

- D. The Director has failed to attend (without valid excuse) two consecutive meetings of the Board or regular meetings within any one (1) year term.
- E. The Director has failed to meet the Qualifications requirement specified in Section 6.2.

Removal for any cause listed above must be prompted by formal charges. The Board must act upon such charges within sixty (60) days of receipt of such charges.

The Board, by a majority vote of the Directors who meet all the qualifications to be a Director, may remove any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office.

Any or all Directors may be removed without cause if, in a corporation with fewer than 50 members, the removal is approved by a majority of all members, or in a corporation with 50 or more members, the removal is approved by 2/3 vote of all the members.

The vacancy so caused shall be filled as herein provided.

6.14.1 In case any Director shall cease to be a Director during his or her term, his or her successor shall be chosen by the Board to serve until the next annual meeting of the Board. At such meeting a Director shall be elected to fill the unexpired term, unless the unexpired term of the Director whose vacancy is to be filled expires after such meeting, in which event a Director shall be elected for a full term by the Board.

6.15 Resignation of Directors

Any Director may resign effective on giving written notice to at least two (2) members of the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

7. Officers

7.1 Number and Titles

The Officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be elected by the Board from their own ranks and/or the general membership, to serve for a period of one (1) year. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer shall serve concurrently as the President.

7.2 Specific Officers

7.2.1 President. The President shall be a member of the Board of Directors, the Chief Executive Officer of this Corporation; shall preside at all meetings of the Board and of the membership; shall have the authority to sign papers as may be

required in the sale of securities or other assets belonging to the Corporation or in connection with the settlement of estates or trusts in which the Corporation has an interest. The President shall present an annual report to the members at the Annual Meeting.

7.2.2 Vice-President. The Vice-President shall in the absence or disability of the President perform the duties of the President and act in the President's stead.

7.2.3 Secretary. The Secretary shall give due notice of the time and place of all meetings, preserve the record of the proceedings of the Corporation and the Board of Directors, and perform such other duties as usually expected of such Officer. The Secretary shall have custody of the Corporate seal, bylaws, records, and general archives of the Corporation, except as they may be expressly placed in charge of others by order of the Board.

7.2.4 Treasurer.

A. The Treasurer shall have charge and custody of the financial records of the Corporation and shall be responsible for depositing in its name, in one or more national banks or incorporated trust companies designated as depositories by the Board of Directors, all money received, and generally shall perform such duties as pertain to the same office in similar organizations.

B. The Treasurer shall have the authority to sign such papers as may be required in the sale of securities or other assets belonging to the Corporation or in connection with the settlement of estates or trusts in which the Corporation has an interest.

C. Funds shall be withdrawn from any depository upon check signed by the President, Vice-President or Treasurer, unless otherwise designated by the Board.

D. The books and accounts of the Corporation shall be reviewed periodically, at least every five (5) years, by a Certified Public Accountant selected by the Board of Directors.

7.2.5 Other Officers. The Board may elect additional specific officers as they deem necessary.

7.3 Powers and Duties of Officers

7.3.1 General Powers and Duties. The Officers have the power and obligation to operate and manage the day-to-day business of the Corporation subject to any provisions of the Articles of Incorporation, these bylaws, the law, and direction from the Board.

7.3.2 Committees. For each committee that may be adopted, organized, elected, or appointed by the Board, the President of the Corporation shall have the power and duty to appoint a chairman or coordinator.

8. Corporate Records, Reports, and Seals

8.1 Keeping Records

The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its Board, regular meetings, and committees of the Board. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

8.2 Fiscal Year

The fiscal year of the Corporation shall terminate on December 31 of each calendar year.

8.3 Corporate Seal

The Board of Directors may adopt a corporate seal. The Secretary of the Corporation shall have custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

8.4 Amendments

Any proposed alterations or amendments to these bylaws shall be presented to and read at the Annual or Special Meeting of the membership. Such proposed alterations or amendments shall first have been submitted to the Board and approved by a majority vote thereof not less than fifteen (15) days prior to the holding of such Annual or Special Meeting of the membership. The proposed alterations or amendments shall be mailed to the membership with the notice of the Annual or Special meeting.

Original Bylaws: October 2000
Amended: May 2002
Amended: November 2004