

BYLAWS OF HUMANE SOCIETY OF BAY COUNTY, INC.

ARTICLE I. OFFICES

1.01 *Principal Office.* The principal office of the corporation shall be at 1607 Marquette Avenue, Bay City, MI 48708 or at such place within the state of Michigan as the board of directors may determine from time to time.

1.02 *Other Offices.* The board of directors may establish other offices in or outside the state of Michigan.

ARTICLE II. MEMBERS

2.01 *Membership.* To be eligible for membership in the corporation, an individual must satisfy the following requirements:

- Be possessed of good character.
- Be opposed to abuse and neglect of animals and humans.
- Believe in and be willing to support the mission of the Humane society of Bay county.

An application for membership shall be submitted with the first year's membership dues. The board may, but need not, review a membership application to determine the applicant's eligibility to become a member. The board's decision to grant or deny membership is not subject to review and is final.

There shall be three types of members: Junior member for persons under the age of 18 years; Individual member; Business member; and Life member. A junior member who attains the age of eighteen years shall become an individual member at no additional fee for the balance of his or her membership year. The board of directors may grant an individual life member status for exceptional service to the Humane Society of Bay County.

2.02 *Membership Dues.* The board of directors shall determine the amount of the annual dues for membership in the corporation. Membership dues shall be payable annually on the anniversary day of the member's initial membership. The billing and collection of dues shall be in a manner prescribed by the board of directors. Unless modified by the board of directors, the annual membership dues are as follows:

Junior member:	\$15
Individual member:	\$20 or \$15 for persons 60 years of age or older
Business member:	\$200
Life member:	\$500 or \$0 if granted by the board

Junior and individual membership dues may be waived by the board of directors for financial hardship.

2.03 Termination of Membership. Membership may be terminated by the board of directors on the occurrence of any of the following events:

- (a) Failure to pay dues within 90 days after written notice of payment due.
- (b) Failure to satisfy the requirements of section 2.01 of this article.

2.04 Annual Meeting of members. An annual meeting of members shall be held on the third Thursday of October at 6:30 p.m. at the principal office of the corporation. At each annual meeting of members, directors shall be elected, and any other business shall be transacted that may come before the meeting. At each annual or special meeting of members, the president or the president's designee shall be the chairperson presiding over the meeting.

2.05 Special Meeting of members. A special meeting of members may be called by the board of directors or by the president. The president or secretary shall call a meeting of members if they receive a written request for a special meeting sign by at least 10 percent of the members. Written Requests for a special meeting of members must state the purpose or purposes of the proposed meeting and be ultimately delivered to the secretary.

A Special meeting of members shall be held not less than twenty (20) days or not more than forty (40) days after the special meeting has been duly called. If the board of directors has called the special meeting, it shall set the date and time of the meeting, otherwise, the president shall set its date and time.

2.06 Place of membership Meetings. All meetings of members shall be held at the corporation's principal office unless it is reasonably necessary to hold the meeting in a different location in Bay County. If a different location is reasonably necessary, the board of directors shall timely make the alternate location determination setting the location of the meeting, to accommodate the notice of meeting requirements for the meeting date.

2.07 Notice of Member Meetings. Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally, by mail, by e-mail, or by electronic transmission to each member of record entitled to vote at the meeting at his or her last address, e-mail address, or other electronic transmission address as it appears on the books of the corporation. Alternatively, notice may be published prominently in the corporation's newsletter if it is regularly published at least semiannually by or in behalf of the corporation and mailed to the members entitled to vote at the meeting not less than 10 days nor more than 60 days before the date of the meeting.

2.08 Record Dates. The board of directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action. If the board of directors do not fix in advance a record date for purposes of this paragraph, the record date shall be the close of business on the day preceding the day on which notice is given.

2.09 List of Members. The secretary of the corporation or the agent of the corporation having charge of the membership records of the corporation shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

2.10 Quorum. Unless a greater or lesser quorum is required by statute, the shareholders or members that are present in person or by proxy and that have voting powers constitute a quorum for transaction of the business at the membership meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

2.11 Proxies. A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may only authorize other persons to act for the member in voting for candidates for the board of directors by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the board of directors have been elected at the meeting. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.

2.12 Voting. Each member, except a junior member, is entitled to one vote on each matter submitted to a vote except that a member shall have as many votes for as many individuals as there are directors to be elected. A business member may have an agent of the business vote at a meeting of members. Members may only cast one vote per candidate seeking election to the board of directors (non-cumulative). A vote may be cast either orally or in writing. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute. Directors shall be elected by a plurality of votes cast at any election.

2.13 Meeting by Telephone or Similar Equipment. A member may participate in a membership meeting by conference telephone or any similar communication equipment through which all persons participating in the meeting can hear each

other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE III BOARD

3.01 *General Powers of the Board.* The business, property, and affairs of the corporation shall be managed by the board of directors including the power to:

- Appoint or discharge employees, agents, or independent contractors, determine their duties, and fix their compensation.
- Create policies and Make individual Decisions on the acceptance or rejection of gifts to the corporation.

3.02 *Number and qualification of Directors.* There shall be nine directors on the board. The board of directors may change The number of directors on the board from time to time. A candidate for director must be a member and be 18 years of age or more. A person employed by or receiving remuneration for services from the Humane Society of Bay County may not be a director.

3.03 *Tenure of Directors.* Three of the nine director positions shall be elected at each annual membership meeting to hold office for a term of three years beginning on January 1 following the annual membership meeting or until the director's successor is elected by the members whichever later occurs. If the remaining term of a vacated director's position is greater than three months at the time of an annual membership meeting, the members shall elect a director to fill the remaining term of the vacated director's position and the newly elected director shall begin serving immediately.

3.04 *Resignation of Directors.* A director may resign at any time by providing written notice to the corporation. Notice of resignation shall be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in section 3.06 of the bylaws.

3.05 *Removal of Directors.* Any director may be removed with or without cause by a majority vote of the members entitled to vote at an annual or special membership meeting.

3.06 *Board Vacancies.* A vacancy on the board may be filled with a person selected by the remaining directors of the board though they may be less than a quorum of the full board. A director selected by the board to fill a vacancy shall begin service immediately and serve until the remaining term of the vacated director's position is filled by the election of a new director at an annual membership meeting.

3.07 Annual Board Meetings. An annual meeting of the board of directors shall be held each year on the third Thursday of October immediately after the annual membership meeting. If the annual meeting of the board is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

3.08 Regular Board Meetings. Regular meetings of the board shall be held at 6:30 p.m. on the third Thursday of each month at the principal office of the corporation. The board may, by resolution, determine the time, date, and location for regular board meetings. Notices of regular board meetings are not required.

3.09 Special Board Meetings. Special meetings of the board may be called by the president or any three directors at a date, time, and location in Bay County. Notice of the date, time, and place of the special meeting shall be given to each director in any manner at least 24 hours before the meeting.

3.10 Statement of Purpose of Board Meeting. The business to be transacted at and the purpose of a special meeting of the board must be specified in the notice for that meeting. Regular meetings of the board need not be noticed and need not have their business or purpose specified unless specifically required by the bylaws or an applicable statute.

3.11 Waiver of Notice of Board Meeting. The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

3.12 Meeting by Telephone or Similar Equipment. A director may participate in a meeting by conference telephone or any similar communication equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3.13 Quorum. A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of the directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

3.14 Consent to Corporate Actions. Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board's proceedings.

ARTICLE IV BOARD COMMITTEES

4.01 General Powers. The board, by resolution adopted by a vote of a majority of its directors, may designate one or more Board committees, each board committee consisting of one or more directors. The board may also designate one or more directors as alternate board committee members who may replace an absent or disqualified member at a board committee meeting. If a board committee member is absent or disqualified from voting, members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate board committee member to act at the board committee meeting in place of the absent or disqualified member. All board committees shall serve at the pleasure of the board.

A board committee may exercise any powers of the board in managing the corporation's business and affairs to the extent provided by resolution of the board. However, no board committee shall have the power to

- (a) amend the articles of incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the bylaws of the corporation;
- (d) fill vacancies on the board; or
- (e) fix compensation of the directors for serving on the board or on a committee.
- (f) recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property and assets;
- (g) recommend to the members a dissolution of the corporation or a revocation of a dissolution; or
- (h) terminate memberships.

4.02 Meetings. Board committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article III for meetings of the board. Minutes shall be recorded at each board committee meeting and shall be presented to the board.

4.03 Consent to Board Committee Actions. Any action required or permitted to be taken pursuant to authorization of a board committee may be taken without a meeting if, before or after the action, all members of the board committee consent to

the action in writing. Written consents shall be filed with the minutes of the board committee's proceedings.

ARTICLE V OFFICERS

5.01 Number of Officers. The officers of the corporation shall be appointed by the board. The officers shall be a president, a vice president, a secretary, and a treasurer. The president and vice president must be a member of the board of directors and shall retain their voting rights as directors. There may also be other officers as the board deems appropriate. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the board to be executed, acknowledged, or verified by two or more officers.

5.02 Term of Office. Each officer shall hold office for the term appointed and until a successor is appointed and qualified except that the president and vice president shall not serve beyond their terms as directors. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

5.03 Removal. An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

5.04 Vacancies. A vacancy in any office for any reason may be filled by the board.

5.05 President. The president shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The president shall serve as the chairperson of the board of directors and preside overboard meetings and prepare and distribute in advance the meeting agenda. The president shall sign all corporate documents and agreements on behalf of the corporation, unless the president or the board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the board to delegate any specific power to any other officer of the corporation.

5.06 Vice President. The vice president, if any, shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the

president's duties until the board directs otherwise. The vice president shall perform all duties incident to the office.

5.07 Chairperson. The chairperson shall preside at all board meetings. The chairperson shall have the power to perform duties as may be assigned by the board.

5.08 Secretary. The secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each [member or] director as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each [member,] officer and director; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

5.09 Treasurer. The treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

ARTICLE VI CORPORATE DOCUMENT PROCEDURE

No corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

ARTICLE VII INDEMNIFICATION

7.01 Nonderivative Actions. Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or

her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

7.02 *Derivative Actions.* Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

7.03 *Expenses of Successful Defense.* To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7.01 or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

7.04 *Contract Right; Limitation on Indemnity.* The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 7.03 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

7.05 Determination That Indemnification Is Proper. Any indemnification under sections 7.01 or 7.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 7.01 or 7.02, whichever is applicable. The determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
- (c) By independent legal counsel in a written opinion.
- (d) By the members.

7.06 Proportionate Indemnity. If a person is entitled to indemnification under sections 7.01 or 7.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

7.07 Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.01 or 7.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.

7.08 Nonexclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

7.09 Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the board, grant

rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

7.10 Former Directors and Officers. The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

7.11 Insurance. The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. The insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against liability under this article or the laws of the state of Michigan.

7.12 Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the corporation to provide broader indemnification rights than the provisions permitted the corporation to provide before the change.

ARTICLE VIII COMPENSATION

When authorized by the board, a person shall be reasonably compensated for services rendered to the corporation as an officer, employee, agent, or independent contractor, except as prohibited by these bylaws. Directors and members of board committees are volunteers serving without compensation of any kind but may be reimbursed for any expenses incurred in fulfilling their duties.

ARTICLE IX FISCAL YEAR

The fiscal year of the corporation shall end on December 31.

ARTICLE X AMENDMENTS

The board of directors at any regular or special meeting may amend or repeal these bylaws or adopt new bylaws by vote of a majority of the directors. A notice setting

forth the terms of the proposed amendment to the bylaws must be given in the same manner as a notice for a special meeting of the board.

Adopted by the members on Month Day, 2020.