

**SAVE A PET FOUNDATION
BY-LAWS**

ARTICLE I - NAME, PURPOSE

Section 1 - Name: The name of the Organization shall be Save a Pet Foundation (also referred to in these bylaws as the “Organization”).

Section 2 - Purpose: The purpose of Save a Pet Foundation is to:

1. Aid in the rescue and rehabilitation of abused and abandoned animals;
2. Provide humane care and treatment for all animals needing protection in the area served by the organization;
3. Promote the importance of spaying/neutering and campaign for free/low cost spay/neuter clinics;
4. Place rescued and homeless animals into permanent adoptive homes;
5. Raise awareness of the shelter through public education;
6. Increase volunteer participation and fundraising activities;
7. Be advocates of animal welfare in the community;
8. Provide euthanasia when it is deemed necessary as a humane means to end an animal’s suffering;
9. Participate in shelter activities that result in the placement of companion animals in loving, responsible homes; and
10. Work towards the day when no healthy animal is killed. We are an organization of volunteers from all walks of life, united by one common goal; i.e., the welfare of animals.

To meet the objectives of this organization it shall:

- a. Raise money for its operation through appropriate fund raising and donations;
- b. Offer educational programs;
- c. Encourage spaying and neutering;
- d. Increase the quality of life for stray, unwanted and homeless animals by caring for them and seeking suitable homes;
- e. Create interest in a “no-kill” shelter; and
- f. Support and equip a temporary shelter and housing for homeless animals.

Save a Pet Foundation will endeavor to maximize the percentage of its operating budget, which directly benefits rescued animals, including the spaying and neutering of these dogs and cats. Fundraising to support this will be achieved through solicitation and acceptance of contributions from individuals and other methods or events as the Board of Trustees of the Organization desire to utilize. This organization shall not conduct or operate for profit and no part of any profits or remainder of residue from donations to the group shall enure to the benefit of any members or individuals.

ARTICLE II - OFFICES

Section 1 - Offices: The principal office of the Organization shall be located in the County of Alleghany, in the State of North Carolina. The Organization may also maintain offices at such other places as the Board of Trustees may, from time to time, determine.

ARTICLE III - MEMBERSHIP

Section 1 – Membership: Membership is open to any individual or group of individuals interested in the aforementioned objectives. Membership shall neither be rendered nor denied on the basis of race, color, religion, national origin, sex or physical handicap. Full, voting membership shall be open to any dues paying person over 18 years of age.

Section 2. A person shall not be a member unless approved for to membership by the Board of Trustees, which may reject any application for good cause. Good cause shall include, but not be limited to: Prior convictions of criminal violations or citation violations for animal cruelty, animal neglect, or associated violations of law; any such pending charges against a person seeking membership; prior actions taken by any governmental agency, or organization authorized to do such by any governmental agency, involving civil actions resulting from neglect and/or cruelty to animals, and/or any allegations of such. Any such person may reapply for membership should such charges, criminal or civil, be found to be without merit, after a final judgment and/or appropriate finding.

Section 3. All membership applicants must agree to the Objective of the organization, and as set forth in Article I herein.

Section 4. Any person currently a member of the organization who is convicted of any criminal action resulting from neglect and/or cruelty to animals, or who has a final determination that animals are to be permanently removed by appropriate governmental agency, or organization authorized by such agency, when such removal is predicated upon a finding of cruelty and/or neglect, and/or abandonment, shall be dismissed as a member upon a final determination of such. Any current member being charged with a criminal act resulting from cruelty, neglect, and/or abandonment of animals shall have such membership suspended, and all entitlements of such membership suspended during the pendency of any such action. Membership may be reinstated with full entitlement upon a finding that such charges were unfounded by the appropriate government agency involved or as a result of a court’s judgment, upon the Board being notified by the member.

Section 5. All members in good standing with the organization and current with their dues, shall be entitled to cast one vote at any general meeting of the organization for the purposes of all motions, and/or elections properly before the organization.

Section 6. The organization shall keep a written roll of membership, indicating the desire of such person to become a member, and the approval thereof by the Board of Trustees. Such writing shall include a request to become a member, the date thereof, a notation as to the approval by the Board of Trustees of such membership, and the date of such approval.

Section 7 – Dues: Membership dues shall be payable on or before the last day of December of each year. No member may vote, conduct any official business, or hold office in the Association whose dues are not paid for the current year. During the month of December the Treasurer shall send to each member a statement of his/her dues for the ensuing year. Dues shall be listed on the membership application. New members who are approved and pay dues after December 31 will

automatically have dues paid for the balance of that official Association year and the following official Association year. The amount of the membership dues may be changed only by the membership at an annual meeting per the provisions set for in Article VII Section 3.

Membership classes and dues amounts are as follows:

1. Adult Members (ages 18-59) will pay \$20 annually.
2. Each additional member per same household (age 18-59) will pay \$10 annually.
3. Senior Member (ages 60 and older) will pay \$10 annually.

If membership is not granted, said dues shall be returned. Members who have not paid their dues shall be considered delinquent and ineligible to vote on any matters put before the organization. Any individual removed from the membership role for failure to pay dues who reapplies for membership must remit the full amount of the delinquent dues along with the current amount due, if applicable. Said dues will be returned if membership is not granted.

Section 8 - Termination of Membership:

1. Resignation – Any member in good standing may resign from the Association upon written notice to the Secretary, but no member may resign when in debt to the Association.
2. Lapsing – A member will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the last day of January. In no case may a person be entitled to vote at any Association meeting whose dues are unpaid as of the date of that meeting. However, the Board may grant an additional 60 days of grace in meritorious cases.
3. Expulsion – A membership may be terminated by expulsion provided in Article VI of these By-Laws. At termination of membership, the person must relinquish all Association property and records.

ARTICLE IV - POWERS

Section 1 - Direction of Powers: The general powers of the Organization will be exercised, its property controlled, and its business and affairs conducted by or under the direction of the Board of Directors (hereinafter referred to as the Board). The Board may act only by a simple majority vote of all the Directors of the Board in the matters declared above; as well as in all other matters, including all rules and regulations governing the action of the Board, and shall have full authority with respect to the distribution and payment of the monies received by the Organization from time to time; provided, however that the fundamental and basic purposes of the Organization, as expressed in the Articles of Incorporation, shall not thereby be amended or changed.

Section 2 - Private Inurnment: No part of the net earnings of the Organization shall inure to the benefit of or be distributed to its Board of Directors, Volunteers, Donators, or any other private persons, except that the Organization shall be authorized and empowered to pay reasonable reimbursements for actual and necessary expenses to further improve the health and well being of the animals, and to make payments and distributions in furtherance of the purposes set forth in Article I, Section 2.

Section 3 - Discrimination: The Organization shall not apply its standards, policies, procedures, or practices inequitably or single out any particular party for disparate treatment unless justified by substantial and reasonable cause. The Organization shall not discriminate against any reasonable application for a Volunteer or Foster Home Member for their race, religion, creed, marital status, or sexual preferences.

Section 4 - Lobbying: No part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and further more, shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes of the Organization. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V – STRUCTURE OF THE BOARD OF DIRECTORS

Section 1 - Board Role, Size, Compensation: The Board is responsible for overall policy and direction of the Organization. The Board shall also delegate responsibility for day-to-day operations to the Volunteers and Foster Home Members. The Board shall have up to five (5) and not fewer than three (3) members. The Board of Trustees shall receive no salary for their services as Board members, however, the Board may authorize the reimbursement of actual and necessary reasonable expenses incurred by Board members performing duties as Directors of the Board, as well as any necessary reasonable expenses to further improve the health and well being of the animals.

Section 2 - Elections, Terms: The initial Directors shall be persons named in the Article of Incorporation. Directors shall continue in the office until his or her death, resignation, or removal. Any Director or Board Member may be removed, with or without cause, by a majority vote by the Board. Board member shall be dropped for excess absences from the Board if she/he has three (3) unexcused absences at special meetings or Board meetings. The secretary or Board member must receive an absence excuse or it will be documented as unexcused. The Secretary may receive nominations for new Board Members two weeks in advance of the annual Board Meeting. These nominations shall be sent out to the Board Members with the meeting announcement, to be voted upon at the next meeting. Board Members hold a one-year office term. Board Members are eligible for re-election. There shall be no limit on the number of terms served.

Section 3 - Directors of the Board, Duties: There shall be five (5) Directors of the Board (also referred to as Directors or Officers), consisting of a President, Vice President, Secretary, and Treasurer. Officers of the Organization shall, unless otherwise provided by the Board, have such

powers and duties as generally pertain to their respective offices. Directors shall have the right to act in such ways to reasonably serve the best interests of the Organization and not as representatives of their employers, or any other organizations or constituencies. Their duties are as follows:

- The President will be the Chief Executive Officer (CEO) of the Organization. He/She shall be in charge of all of its activities and business. The President shall serve as a Director of the Board. All other officers and members shall report to the President or his or her delegate. The President will be empowered to call special meetings of the Board as set forth herein, and shall be entitled to attend any meeting of any committee. The President shall discharge all other duties as may be required by these Bylaws, as well as all duties that may from time to time be assigned by the Board.
- The Vice President shall serve as the President's delegate, as well as preside in the President's absence. The Vice President shall also assume the responsibilities of any other officer when such officer is absent, subject however to the control of the Board, and such other duties and he/she shall from time to time be assigned.
- The Secretary shall keep the minutes of the Board in the appropriate books provided specifically for that purpose. He/she shall see that all notices are duly given in accordance with Article VII, Section 3 of these Bylaws or as required by law. The Secretary must assure that corporate records are properly maintained, as well as distribute copies of the minutes, and the agenda, to each Board member. The Secretary shall perform all duties incident to the office of the Secretary, subject however, to the control of the Board, and such other duties that shall from time to time be assigned to him or her by the Board.
- The Treasurer shall manage all financial affairs of the organization. He or she shall be responsible for all funds, properties, and securities held by the Organization. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Organization, as well as record the deposits of all monies and other valuable effects of the Organization. He/she shall deposit all monies and other valuable effects of the Organization in the name, and to the credit of the Organization in such banks or depositories as the Board may designate. The Treasurer, serving as Chair of the Finance Committee, shall provide a monthly financial report to all Directors. He/she shall at all reasonable times exhibit his or her books and accounts to any Officer or Director of the Organization, or when requested by a Director. He/she shall perform all duties incident to the office of the Treasurer, subject, however, to the control of the Board, and such other duties that shall from time to time be assigned to him or her by the Board.

Section 4 - Vacancies: A vacancy or vacancies in the Board of Directors shall be deemed to exist in the case of the death, resignation, or removal of any Director, if the authorized number of Directors is increased, convicted of a felony, or incarcerated for more than 90 days as a result of a criminal conviction. When a vacancy on the Board exists, the Secretary may receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next meeting, however, if the next regular meeting is

further than two (2) weeks away a Special Meeting may be called in compliance with Article VII, Section 2. These vacancies will be filled only to the end of the former Board member's term.

Section 5 - Resignations: Any Director of the Board may resign at any time by presenting written notice to the Secretary. Such resignation shall take effect at the time specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The successor shall be selected by the rules set forth in Article V, Section 4, including a simple majority vote of the remaining Directors of the Board.

Section 6 - Termination, Absences: Any Director of the Board may be removed with or without cause by a majority vote of all Directors of the Board then in office, provided, however, that the Director who is subject to removal action shall not be entitled to vote on such an action or be counted as a Board member when calculating the majority vote.

Any Director convicted of any criminal action resulting from neglect and/or cruelty to animals, or who has a final determination that animals are to be permanently removed by appropriate governmental agency, or organization authorized by such agency, when such removal is predicated upon a finding of cruelty and/or neglect, and/or abandonment, shall be dismissed as a Director upon a final determination of such. Any Director being charged with a criminal act resulting from cruelty, neglect, and/or abandonment of animals shall have such membership suspended, and all entitlements of such membership suspended during the pendency of any such action. The Director may be reinstated with full entitlement upon a finding that such charges were unfounded by the appropriate government agency involved or as a result of a court's judgment, upon notification to the Board.

ARTICLE VI - COMMITTEES & ADVISORS

Section 1 - Executive Committee: The President, Vice President, and Secretary shall serve as the members of the Executive Committee. The Executive Committee alone shall have the power to amend the Articles of Incorporation or Bylaws, as stated in Article IV, Section 1. The Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board, provided, however, that the fundamental and basic purposes of the Organization declared in Article I, Section 2 are respected.

Section 2 - Finance Committee: The Treasurer is chair of the Finance Committee, which includes one other Board member. The Finance Committee is responsible for developing and reviewing all financial matters, a fundraising plan, and the annual budget for the Organization. The Financial Committee shall cause the annual report, showing income, expenses, and pending income, to be prepared and sent to each Director of the Board, and to such other persons as the Board may designate. All expenditures must be within the budget, however the budget and expenditures shall be subject to approval by the Board of Directors. The Board must approve any major change in the budget. The financial records of the Organization are public information and shall be made available upon request to any Contributors, Associates, members of the Board, and the general public.

Section 3 - Other Committees: The Board may create committees as needed. The Board shall hold a simple majority vote on the creation of all committees and appointing any/all necessary committee members.

Section 4 - Advisors: The Board may appoint from time to time any number of persons as advisors of the Organization. Each such advisor may be appointed to act either singly or as a committee. Each such advisor shall hold office only during the pleasure of the Board. Advisors shall have only such authority or obligations as the Board may determine. No advisor of the Organization shall receive a salary for services provided to the Organization, however, the Board shall be authorized and empowered to pay reasonable compensation for services rendered, or reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Organization, and furthermore the improvement of the health, safety, and well being of the animals.

ARTICLE VII - MEETINGS

Section 1 - Regular Meetings: Regular meetings of the Board will be held on dates to be determined by the President or Executive Committee. To the extent of practicality, regular meetings may be held in different locations or to include Directors participating via the Internet and/or telephone. Regular meetings are to be held on a regular basis. In the absence of other designation, regular meetings will be held at the principal office of the Organization. The Secretary shall cause the organization and distribution of all Board meeting announcements before every regular meeting.

Section 2 - Special Meetings: Special meetings of the Board may be called by or at the request of the President, the Executive Committee, one-quarter (1/4) of the Directors of the Board, or by 25% of members qualified to vote, in good standing with the organization and current with their dues, upon their filing with the secretary of the organization a written request for the meeting, stating the purpose or purposes of the proposed meeting, and the date, time and place of which the meeting is to held.. The Secretary, subject to the regulations set forth in Article VII, shall make the call for a special meeting Section 5. In the absence of designation, special meetings will be held at the principal office of the Organization. Special meetings for which written request is made shall be held not less than thirty days, no more than sixty days after of the request at the time and place requested, unless the Board of Trustees shall designate otherwise, with regard to the place and the time of the meeting, within the restrictions set forth herein.

Section 3 – Annual Meetings: Membership, at the annual meeting, shall nominate candidates to vacancies on the Board of Trustees, upon motion and seconding of the motion. No vote to nominate shall be required, however, each nominee must indicate his or her willingness to serve at the time of the nominations, or if they are not present, by pre-written letter so indicating. The number of nominations shall be unlimited, provided that any such nominees shall be members in good standing, and shall indicate their willingness to serve. Elections shall be held, upon a determination that a quorum exists, and, said elections shall be held by secret written ballot except when the number of nominations do not exceed the vacancies to be filled. The Board of Trustees so elected shall consist of the six nominees receiving the most votes, whether or not such votes represent a majority of the electing membership. The Board of Trustees shall assume

their duties immediately upon the close of the annual meeting, or earlier upon an appropriate motion made, seconded and passed by a majority of the members present.

Section 3 - Notice of Meetings: Board announcements including notice of time and place of all regular meetings will be delivered personally, by telephone, electronic mail, or sent by first-class mail. In the event of all regular meetings the notice may be mailed, however, it must be mailed at least fourteen (14) days before the meeting is to be held. Announcements shall be sent charges prepaid, addressed to "Board Director" at the Board Director's address as it is shown on the records of the Organization. In the event the Board announcement or Special Meeting notice is delivered personally, by telephone, facsimile, or electronic mail it is to be delivered at least forty-eight (48) hours before the time and day the meeting is to be held.

Section 4 - Quorum: At all regular and special meetings of the Board, presence of at least three (3) Board Members, then in office, shall be necessary and sufficient to constitute a quorum for the transaction of business. At each annual meeting, a quorum of 10% of all members in good standing with the organization and current with their dues shall be required to be in attendance to nominate and elect a Board of Trustees. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, within these bylaws, or by law. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting to another place, time, or date with or without notice. If the meeting is adjourned for more than twenty-four (24) hours, the Secretary shall cause notice to be given to those Directors not present at the meeting at the time of adjournment.

Section 5 - Action Without Meeting: Actions required or permitted to be taken by the Board or a Committee of the Board may be taken without a meeting. All of the Directors entitled to vote thereat must, individually or collectively, consent in writing to such action. Such written consent or consents shall be filed, with the minutes of the proceedings, to the Secretary, who in return shall notify and file such actions to the Board. Written consent filed by the Board shall have the same force and effect as the unanimous vote of such Directors.

Section 6 - Electronic Mail, Telephone Meetings: If permitted under applicable law, communication by electronic mail shall be considered equivalent to any communication otherwise required to be in writing. The Organization shall take such steps, as it deems appropriate, under the circumstances, to assure itself that communications by electronic mail are authentic. Board members shall also be permitted to participate in meetings of the Board through telephone communication if such can be arranged so that all Board members can hear all other members. The use of a telephone for participation shall constitute presence in person.

Section 7 - Internet Meetings: Board members shall also be permitted to hold meetings of the Board through Internet communication if such can be arranged so that all Board members shall participate. An Internet chat area will be used for the purpose of any/all Internet meetings. The Organization shall take such steps, as it deems appropriate, under the circumstances, to assure itself that communications via Internet chat are authentic. The use of the Internet for participation shall constitute as an official meeting and the Secretary shall record the minutes of the meeting as such.

**SAVE A PET FOUNDATION
BY-LAWS**

Section 8 - Presumption of Assent: Any Board member present at a Board or Committee meeting at which action on any matter is taken shall be presumed to have assented to the action taken. He or she has the right to dissent or abstain from any action, however it must be entered in the minutes of the meeting. Such Director shall also be allowed to file a written dissent or abstention to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or forward such disagreement or abstention by registered mail to the Secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to any Board member who voted in favor of such action.

Section 9 - Rules of Order: Roll call, reading of the minutes of the last meeting, financial report, unfinished business, new business and adjournment.

ARTICLE VIII – GENERAL PROVISIONS

Section 1 - Contracts: No officer, agent, Director, or Board member shall have any power or authority to enter into any contract, render it liable for any debts or obligations, execute, or deliver any instrument in the name of, or on behalf of the Organization. The Board may however, authorize any Director or Directors, agent or agents, to take such actions. Such authority may be general, or confined to specific instances. In the absence of a contrary Board authorization, the President, Vice President, and Secretary serving as the Executive Committee may only execute contracts and instruments.

ARTICLES IX- BOOKS, RECORDS, & REPORTS

Section 1 - Permanent, Corporate Records: The Organization shall keep current and correct records of the accounts, minutes of the meetings and proceedings, Foster Home Membership and records of all Board membership, past and present, of the Organization. Such records shall be kept at the registered office or the principal place of business of the Organization. Any such records shall be in written form, or in a form capable of being converted into written form. The Board shall publish, at least annually, a report describing its activities, including a financial statement, and a description of any payments made by the Organization to Directors, including all reimbursements of expenses.

ARTICLE X - RIGHTS OF INSPECTION

Section 1 - Inspections: Every Board member shall have the right at any reasonable time, and on written demand stating the purpose thereof, to examine and make copies of/from the relevant books and records of, accounts, minutes, and bylaws of the Organization. Each such Director shall also have the right at any reasonable time to inspect the physical properties of the Organization. The Organization must establish reasonable procedures to protect against the inappropriate disclosure or release of confidential information.

**SAVE A PET FOUNDATION
BY-LAWS**

ARTICLE XI - FISCAL YEAR

Section 1 - Fiscal Year: The fiscal year shall be the calendar year. The fiscal year for the Organization shall end December 31.

ARTICLE XII – FINANCIAL MATTERS

Section 1 - Deposits: All funds of the Organization not otherwise in use will be deposited to the credit of, or in the name of the Organization. The Board may from time to time deem any/all of the following as desirable ways to employ such monies: banks, trust companies, investments, or other depositories.

Section 2 - Investments: The funds of the Organization may be employed in whole, or in part, to cash or be invested or reinvested in such properties, stocks, bonds, or other such securities as the Board may from time to time deem desirable.

Section 3 - Loans: There shall be no loans made by, or to this Organization, and no evidences of indebtedness will be issued in its name unless authorized by a simple majority vote of the Board. In the absence of a contrary Board authorization, the Executive Committee shall assume the right, provided, however, that no loans will be made by the Organization to any of its Directors, Officers, agents or Board members.

Section 4 - Checks: Except as otherwise specifically determined by resolution of the Board of Directors or as otherwise required by law, checks, drafts, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer. The amount of any checks \$100.00 and over shall have two signatures on the check, the Treasurer and the President. If one of these directors is unavailable, another officer or the assistant treasurer may sign the needed document(s). All funds of the corporation shall be deposited to the credit of the corporation in such banks or other depositories as the Board of Directors may select. Members may accept on behalf of the corporation any contribution, gift, or bequest for the nonprofit purposes of this corporation.

ARTICLE XIII – CORPORATE SEAL

Section 1 - Corporate Seal: The seal of the Organization shall be circular in form and shall bear the name of the Organization and words and figures showing that it was incorporated in the State of North Carolina and the year of incorporation.

ARTICLE XIV – INDEMNIFICATION

Section 1 - Terms of Indemnification: The Organization may; to the fullest extent, now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he/she (or a person of whom he/she is the legal or personal representative or heir or legatee) is or was a Director, Officer, employee, Associate, Contributor, or any other agent of the Corporation, or of any other organization served by him/her in any capacity at the request of the Corporation, against judgments, fines, amounts

**SAVE A PET FOUNDATION
BY-LAWS**

paid in settlement, and reasonable expenses; including attorneys' fees. However, the foregoing shall not apply to:

- a. Any breach of such person's duty of loyalty to the corporation;
- b. Any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his conduct was unlawful;
or
- c. Any transaction from which such person derived any improper personal benefit.

Section 2 - Non-Liability of Directors: The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 3 - Insurance for Corporate Agents: Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provision of law.

ARTICLE XV - DISSOLUTION

Section 1 - Dissolution: The Organization may be dissolved at any time by a vote of the Board, requiring a two-thirds approval. In the event of dissolution, whether voluntary or by operation of the law, the Organization's assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall not be distributed to any members of the organization but donated to a similar charitable organization for the benefit of animals selected by the Directors. Appropriate legal actions shall be required to complete the dissolution of the corporation, as may be required by any governmental agency and/or statutory requirement.

ARTICLE XVI – AMENDMENTS

Section 1 - Amending Bylaws: The Bylaws may be amended by a majority vote of the Board of Directors present in person or by proxy at the annual meeting, at a special meeting called for that purpose, or by written consent.

These Bylaws were approved at a meeting of the Board of Directors of the Save a Pet Foundation on May 30, 2007.

ARTICLE XVII – NON-PROFIT PURPOSES

Section 1 - Internal Revenue Code (IRC) Section 501(c)(3) Purposes: This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the IRC, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the IRC.

ARTICLE XVIII – CONFLICT OF INTEREST POLICY

Section 1 – Purpose: The purpose of the conflict of interest policy is to protect this tax-exempt Organization’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable State and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 – Definitions:

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article XVIII, Section 3, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3 – Procedures:

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest: An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - a. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - b. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 - Records of Proceedings: The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 – Compensation:

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6 - Annual Statements: Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement affirming such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7 - Periodic Reviews: To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8 - Use of Outside Experts: When conducting the periodic reviews as provided for in Article XVIII, Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XIV - CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provision of the Articles of Incorporation shall govern.

**SAVE A PET FOUNDATION
BY-LAWS**

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation founding document of this corporation filed with The Secretary of North Carolina and used to establish the legal existence of this corporation.

_____, Robyn Amadon, President

_____, Barbara Halsey, Vice President

_____, Karen Billings, Secretary