

Final
COPY
Signed (8/16/89)

AMENDED BYLAWS
OF
THE COLORADO HUMANE SOCIETY,
AN SPCA, INC.
(A Colorado Nonprofit Corporation)

ARTICLE I
NAME

The name of the corporation is The Colorado Humane Society, an SPCA, Inc., hereinafter referred to as the corporation.

ARTICLE II
OFFICES

Section 1. Principal and Other Offices. The principal office of the corporation shall be at 11470 York Street, Thornton, Colorado, 80233, or such other location in the State of Colorado as the Board of Directors may designate. The corporation may also have offices at such other places within or outside of the State of Colorado as the Board of Directors may, from time to time, appoint, or the business of the corporation requires, provided, however, that the office registered with the Secretary of State of Colorado and the agent so registered be located at the same address in Colorado.

The Board of Directors may change the registered office of the corporation, or change the registered agent of the corporation, or effect both such changes, from time to time, or fill the vacancy of registered agent due to the resignation, death, or inability to perform of the former registered agent, and direct the officers of the corporation to file such statement or other document as is required to carry out and effect any of the foregoing.

ARTICLE III
PURPOSES AND OBJECTIVES

Section 1. Purposes and Objectives. The corporation is organized for the following purposes and objectives:

- (a) To prevent cruelty and suffering to, and exploitation of, animals, within the State of Colorado and elsewhere;

- (b) To counsel, aid, and assist other persons and agencies in the enforcement of laws relating to the prevention of cruelty and suffering to, and the exploitation of, animals, within the State of Colorado and elsewhere;
- (c) To promote the education of the public in humane lifestyles by the dissemination of literature, by the use of any media, and otherwise by any legal means, within the State of Colorado and elsewhere;
- (d) To serve as advocate for the humane treatment of animals, within the State of Colorado and elsewhere;
- (e) To serve as a resource center for all individuals and groups interested in the prevention of cruelty and suffering to, and the exploitation of all animals, within the State of Colorado and elsewhere.

Section 2. Definitions. Any and all references herein to Articles and/or Sections are to Articles and/or Sections contained in these Bylaws. Any and all references herein to the Articles of Incorporation and/or the Bylaws refer to the Articles and/or Bylaws which are either in effect as of the date of the execution of this instrument or are made effective during the existence of this instrument, including any Articles which are amended and/or restated and any Bylaws which are amended.

ARTICLE IV MEMBERS

Section 1. Number of Classes. The corporation shall have five (5) classes of members.

Section 2. Designation of Classes. The classes of membership shall be designated as follows:

- (a) Class A members are assessable annually for a minimum monetary payment to the corporation for costs, expenses, investments, and obligations of the corporation. The payment amount shall be determined by the Board of Directors.
- (b) Class B members are to contribute services or property, real or personal, by lease or donation, to the corporation which are determined by the Board of Directors to be of reasonably equivalent value to the corporation as the payment by the Class A members.

- (c) Class C members are those organizations or agencies which (1) have as one of its purposes the prevention of cruelty and suffering to, and the exploitation of, animals, and (2) pay an annual membership fee to be determined by the Board of Directors or contribute services or property, real or personal, by lease or donation, to the corporation which are determined by the Board to be of reasonably equivalent value to the corporation as the annual membership fee.
- (d) Class D members are those businesses or corporations which (1) wish to support the work of the corporation, and (2) contribute a minimum annual contribution to be determined by the Board of Directors or contribute services or property, real or personal, by lease or donation, to the corporation which are determined by the Board to be of reasonably equivalent value to the corporation as the minimum annual contribution.
- (e) Class E members are those individuals, organizations, agencies, businesses, or corporations who (1) wish to become life members, (2) obtain approval from the Board of Directors, and (3) contribute such monetary amounts and upon such terms as prescribed by the Board or contribute services or property, real or personal, by lease or donation, to the corporation which are determined by the Board to be of reasonably equivalent value to the corporation as the monetary amounts prescribed by the Board.

There may also be additional classifications of members to recognize identification with specialized programs or to recognize levels of support, which classifications shall be determined by the Board of Directors.

The Board may also set such additional qualifications as it may deem necessary for any of the classes.

Section 3. Qualifications for Membership. Membership shall be based on the following criteria:

- (a) All individuals, organizations, agencies, businesses, or corporations who are in agreement with the purposes and objectives of the corporation, as outlined in Article III, are eligible for membership.
- (b) No applicant shall be denied membership due to sex, race, color, creed, religion, or national origin.

- (c) Application for membership may be made to the corporation and, upon the fulfillment of those qualifications prescribed in Article IV and those prescribed by the Board of Directors, may be granted. All applications for membership shall be subject to final approval by the Board.
- (d) After membership has been granted, the Secretary of the corporation may request, at any time, and the member of whom the request is made shall furnish a complete and current residential or business address.

Section 4. Payment of Monetary and Non-Monetary Contributions. The payment of monetary and non-monetary contributions required to be made by any class of members shall be made on an annual basis on such date(s) and by such method(s) as determined by the Board of Directors. Failure to make the required payment or contribution within sixty (60) days of the given due date shall work as a forfeiture of all rights and privileges of membership, including that of membership in good standing, and shall terminate the membership. This action shall be taken by the Board of Directors without further notice and without further hearing.

Membership may be reinstated, subject to the provisions in Article IV, Section 8.

Section 5. Privileges of Membership. Membership shall have the following privileges:

- (a) Membership in the corporation shall be for a period of one (1) year, except for Class E members and those members who either resign in accordance with the provisions of Article IV, Section 6 or who are terminated in accordance with the provisions of Article IV, Section 7.
- (b) Membership shall be renewed successively for one (1) year periods without any further action by the Board of Directors or the member unless the desire to not renew is affirmatively expressed by either the member, the Board, or both.
- (c) Membership benefits shall be determined and prescribed by the Board of Directors and shall be described in the Society's publications and membership materials.
- (d) Members of the corporation, as such, shall NOT be entitled to vote on any matter.

- (e) A member must be considered in good standing to be eligible to hold any office, to receive any honor or privilege, or for any other purpose outlined by these Bylaws. "Good standing" means that a member has made the payment or contribution required in Article IV, Section 2, has otherwise complied with all applicable requirements in Article IV, Sections 2, 3, and 4, and whose membership has not been affected by non-renewal, resignation, or termination.

Section 6. Resignation of Membership. Any member may resign at any time by giving written notice either to the Board of Directors, the President, to the Secretary of the corporation, or to the Executive Director. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Termination of Membership. Membership in the corporation may be terminated as follows:

- (a) Membership in the corporation may be terminated by the Board of Directors for any conduct prejudicial to the best interests of the corporation. This Section does not apply to termination for failure to pay the required payment or contribution as prescribed in Article IV, Sections 2, 3, and 4.
- (b) The member subject to termination shall be entitled to 1) a notice of hearing and 2) a hearing itself, at which time the member shall be afforded the opportunity to be heard, either in person or by a representative, and may present any defense(s) to the charge(s) made. Such hearing shall occur prior to any final action on the matter by the Board.

The member shall be deemed to have received this notice of hearing upon personal delivery or the mailing of the notice by the Secretary of the corporation, by certified mail, return receipt requested, to the last recorded address of the member on the membership rolls of the corporation, at least thirty (30) days prior to the date on which final action on the matter is to be taken by the Board. The notice shall list the charge(s), and the time and place of the meeting of the Board at which the hearing is to be held.

Upon the affirmative vote of a majority of the directors with a quorum present, after proper notice and hearing, membership may be terminated.

The member shall be notified of the decision within thirty (30) days, after the final Board action has been taken, by the Secretary, by certified mail, return receipt requested.

Section 8. Reinstatement of Membership. Upon written request, signed by the former member and filed with the Secretary of the corporation, the Board of Directors may, by the affirmative vote of a majority of the directors with a quorum present, reinstate to membership those former members terminated either according to Section 4 or Section 7 of Article IV. Reinstatement shall be on such terms as the Board may prescribe and upon the fulfillment of any other requirements as outlined in these Bylaws.

The former member shall be notified of the decision within thirty (30) days, after the final Board action has been taken, by the Secretary, by certified mail, return receipt requested. Any former member aggrieved by the decision shall be entitled to the pre-hearing notice, hearing, and post-hearing notification provisions prescribed in Article IV, Section 7(b).

Section 9. Transfer of Membership. Membership in the corporation shall not be assigned or otherwise transferred without the express written consent of the Board of Directors, which consent shall not be unreasonably withheld.

In considering such a request, the Board shall evaluate the particular membership in terms of the various factors and qualifications set forth in Article IV, Sections 2, 3, and 4. The request may be considered at any annual, regular, or special meeting of the Board and shall be considered "approved" upon the affirmative vote of a majority of the directors with a quorum present.

The member shall be notified of the decision within thirty (30) days, after the final Board action has been taken, by the Secretary of the corporation, by certified mail, return receipt requested. Any member aggrieved by the decision shall be entitled to the pre-hearing notice, hearing, and post-hearing notification provisions prescribed in Article IV, Section 7(b).

ARTICLE V
MEMBERSHIP MEETINGS

Section 1. Annual Meeting. The annual meeting of the members of the corporation shall be held on a date designated by the Board of Directors. At each annual meeting the Board shall submit a report of the corporation's business activities during the preceding year and its general financial condition. The purpose of the meeting is to receive these reports and to transact such other business as may properly come before the membership.

Section 2. Special Meetings. Special meetings shall be called at any time by or at the direction of (a) the President of the corporation, (b) the Secretary of the corporation (in the absence or incapacitation of the President), (c) the Executive Director, (d) the Chairman of the Board of Directors, (e) the Board of Directors, or (f) any two (2) members of the Board. The President shall be required to call for a special meeting of the members of the corporation upon receipt of a specific request calling for a special meeting, signed by one-twentieth (1/20th) of the members of the corporation in good standing.

Section 3. Place of Meetings. All meetings of the membership shall be held at the principal office of the corporation, unless otherwise designated by the Board of Directors.

Section 4. Notice of Meetings. Written notice of all meetings, annual and special, shall be given, shall specify the day, time, place, and purpose (in the case of a special meeting) of the meeting and shall be delivered, either personally or by mail, to all members of the corporation in good standing by or at the direction of the President, the Secretary, the Executive Director, the Chairman of the Board, the Board, any two (2) members of the Board, or those members of the corporation calling for the meeting.

The notice shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting. (The date of mailing or delivery is excluded in counting the required days of notice period.) If mailed, the notice shall be deemed delivered when deposited in the United States mail with postage prepaid, addressed to the member at the last recorded address appearing in the membership rolls of the corporation. Notice of any annual or special meeting shall be posted at the principal office of the corporation not less than ten (10) days before the date of the meeting. Notice of less than ten (10) days may be delivered and posted if the President, the Secretary, the

Chairman of the Board, the Board, any two (2) members of the Board, or those members of the corporation calling for the meeting shall declare that an emergency necessitates the giving of shorter notice in which case notice may be given by telegram and shall be deemed delivered when presented to the telegraph company.

Any member may waive notice by an assent in writing before, during, or after the meeting. Attendance of a member at any annual or special meeting shall constitute a waiver of notice of such meeting, except where the member 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 the case of a special meeting, no other business other than that which has been specified in the notice may be considered.

In the case of the annual meeting, it is sufficient if the written notice is contained in corporate literature, such as a newsletter, or in postal cards, which are mailed to members of the corporation, as long as the other requirements of Article V, Section 4 are met.

Section 5. Quorum. A quorum shall always be deemed to be present at any annual or special meeting of the members of the corporation.

Section 6. Order of Business at Meetings. Procedures for the conduct of meetings shall be designated by the Board of Directors. In the absence of such designation, the President of the corporation shall preside at the meeting. The Secretary, or in the Secretary's absence, any person appointed by the President, shall act as secretary of the meeting.

Any question concerning parliamentary procedure at any meeting of the members of the corporation shall be determined by reference to Roberts Rules of Order. These Rules shall be deemed the final ruling authority as to questions and conflicts that may arise, unless altered by or in conflict with these Bylaws.

Section 7. Minutes of the Meetings. Minutes shall be taken at each and every meeting of the members of the corporation and shall contain a permanent record of all business which is transacted at the meeting(s).

ARTICLE VI
ADVISORY COUNCIL

The Board of Directors may appoint an Advisory Council to the Board who shall not be deemed to be directors, officers, or employees of the corporation and whose functions shall not include participation in the operating management of the corporation. The Advisory Council shall act as an advisory, non-voting consultant to the Board when so requested. The Council shall consider, advise upon and make recommendations to the Board with respect to matters of policy relating to the general conduct of the business of the corporation as may be submitted to it by the Board or other duly authorized committee. The Council shall have no power to act on behalf of the Board. The rights and obligations of Council members shall be as defined by the Board.

The number of Council members and their term(s) of office, as well as the schedule of meetings, shall be determined by the Board. Election of Council members shall be by the Board from among the membership of the corporation in good standing, including the members of the Board or the officers of the corporation, or from among individuals nominated by Board members, and may take place at any annual, regular, or special meeting of the Board. Council members shall be elected from a list of nominees, which list shall be a compilation of names submitted by the existing Advisory Council, by the officers of the corporation, and by the Board. The list shall be compiled not less than one (1) month prior to the date of the meeting at which the election is to be held. Nominees shall present a brief biographical statement to the Board at such time and place as may be determined by the Board.

Election of Council members shall be by the affirmative vote of a majority of the directors with a quorum present. Resignation from the Council or termination of membership on the Council shall be as prescribed by the provisions contained in Article IV, Sections 6 and 7. Transfer of Council membership shall not be permitted.

ARTICLE VII
BOARD OF DIRECTORS

Section 1. Number of Directors. The corporation shall have a Board of Directors consisting of at least seven (7) members, each of whom must be a member in good standing of the corporation to be eligible for election and to continue to serve as director. Directors shall not be required to be

residents of the State of Colorado to serve. They shall, however, be natural persons and eighteen (18) years of age or older.

Section 2. Powers and Duties of Directors. The Board of Directors shall have control and general management of the affairs, property, and business of the corporation, except as otherwise provided in the Articles of Incorporation, these Bylaws, and by law. The Board shall be directly responsible for actively pursuing the objectives of the corporation, encouraging its policies, and adopting and setting such rules and regulations as shall be deemed advisable in the pursuit of the objectives and aims of the corporation.

The Board of Directors shall have the power to fill vacancies on the Board or in offices of the corporation for the unexpired portion of any term pursuant to either Article VII, Section 4, or Article X, Section 6; shall have the power to appoint and remove all officers pursuant to Article X, Sections 3 and 4, and to prescribe their duties, not inconsistent with the provisions of these Bylaws; shall have the power to remove a director pursuant to Article VII, Section 7; shall have the power to direct the officers to file, update, and generally maintain such statements, documents, or other instruments as are required to administer the business in a legal manner; may adopt such rules and regulations for the purposes outlined in the preceding paragraph and for the conduct of its meetings as it may deem proper, subject to these Bylaws; and, in general, shall have the full power to do, or require to be done, everything deemed necessary or expedient for the promotion and protection of the welfare of the corporation.

The Board shall have the sole power to amend and/or restate the Articles of Incorporation and the sole power to make, alter, amend, or repeal the Bylaws as it may deem prudent and proper for the management of the business and other affairs of the corporation; provided, however, such changes are neither prohibited by law nor by the Articles of Incorporation, if applicable.

In addition to the powers conferred upon it by these Bylaws, the Board may exercise all such powers as are not by statute, by the Board, by the Articles of Incorporation, or by these Bylaws, required to be exercised or done by the membership of the corporation.

Section 3. Number, Tenure, and Qualifications of Directors. The Board of Directors shall consist of seven (7) members, but the number of directors may be increased or decreased (to no less than one) from time to time by

adoption of or amendment to the Bylaws, provided that no such decrease shall have the effect of shortening the term of any incumbent director.

The directors of the corporation shall be divided into three (3) classes, each class to consist, as nearly as may be, of one-third (1/3rd) of the number of directors then constituting the whole Board of Directors. The directors of the first class shall be elected for a term to expire at the first annual meeting of the Board of Directors, the directors of the second class shall be elected for a term to expire at the second annual meeting of the Board, and the directors of the third class shall be elected for a term to expire at the third annual meeting of the Board. At each annual meeting of the Board, at which the terms of a class of directors expires, their successors shall be elected to hold office until the third succeeding annual meeting of the Board. In the case of any increase in the number of directors, the additional directors shall be distributed among the several classes as nearly equally as is possible. Regardless of the class, the term of a director shall begin immediately upon election and shall continue until that director's successor is elected and qualified or until the death, resignation, or removal of the director in the manner provided in Article VII, Section 6 or Section 7. No director shall serve more than two (2) consecutive terms. A one (1) year absence from the Board requalifies one for nomination for election.

Directors on the current Board shall be so designated such that their terms expire equally over three (3) years.

Section 4. Vacancies on the Board. In case any vacancy shall occur on the Board of Directors because of death, resignation, disqualification, removal, or any other cause, the Board shall, at any meeting, fill such vacancy for the remainder of the full term of office by the affirmative vote of a majority of all of the remaining directors, though less than a quorum of the Board. A vacancy created by an increase in the number of directors shall be filled for a term of office continuing only until the next election of directors at the annual meeting.

The Board shall have the right in the event of a vacancy to elect an individual who has served two (2) consecutive terms if one (1) year has passed since the expiration of that individual's last term.

Section 5. Election of Directors. The election of directors shall be at the annual meeting of the Board which shall be held immediately after and at the same place as the annual meeting of the membership of the corporation.

Directors shall be elected by the affirmative vote of a majority of the directors with a quorum present; provided, however, that the directors whose terms have expired may not participate in the voting but may be counted towards the quorum.

Directors shall be elected from nominees selected from members on the Advisory Council and/or officers of the corporation. The list of nominees shall be compiled not less than one (1) month prior to the date of the annual meeting of the Board. Any Board member, Council member, or officer of the corporation may submit names of nominees for the positions of director. Each nominee shall have been on the Advisory Council for a period of time to be determined by the Board. Nominees shall present a brief biographical statement to the the Board at such time and place as may be determined by the Board.

Section 6. Resignation of Directors. Any director of the corporation may resign, at any time, by giving written notice either to the Board of Directors, the President, or the Secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Removal of Directors (Officers). A member of the Board of Directors may be removed from office with or without cause by the affirmative vote of two-thirds (2/3rds) of the full Board present at any meeting of the Board (annual and regular meeting or special meeting called for that purpose.)

The director (or officer) subject to removal shall be entitled to 1) a notice of hearing and 2) a hearing itself, at which time the director (or officer) shall be afforded the opportunity to be heard, either in person or by a representative, and may present any defense(s) to the charge(s) made. Such hearing shall occur prior to any final action on the matter by the Board.

The director (or officer) shall be deemed to have received this notice of hearing upon personal delivery or the mailing by the Secretary of the corporation, by certified mail, return receipt requested, to the last recorded address of the director (or officer) appearing in the membership rolls of the corporation, at least thirty (30) days prior to the date on which final action on the matter is to be taken by the Board.

The director (or officer) whose removal is sought shall have no vote on the resolution calling for the removal nor may be counted towards the quorum at the meeting.

Removal from office alone shall have no effect on the status of the individual's membership, as such, in the corporation.

Following the meeting at which the final action is taken, the director (or officer) shall be held to be suspended and shall be notified of the decision within thirty (30) days, after final Board action has been taken, by the Secretary of the corporation by certified mail, return receipt requested.

Failure to attend at least three-fourths (3/4ths) of the regular meetings in a calendar year, one-half (1/2) of the special meetings in a calendar year, or failure to attend the annual meeting without an explanation satisfactory to the majority of all of the remaining Board members shall be considered grounds for removal of a director.

Section 8. Chairman of the Board. From among its members, the Board of Directors shall elect, by the affirmative vote of a majority of directors with a quorum present, a Chairman of the Board. The Chairman shall preside at all meetings of the Board; where the Chairman is unavailable and has made no designation, the President of the corporation shall preside at the meetings. The Secretary, or if absent, any person appointed by the Chairman, shall act as secretary of the meeting.

Section 9. Compensation of Directors. No member of the Board of Directors, as such, shall receive any salary or other compensation for services as a director, but, subject to the approval of and resolution by the Board, may be reimbursed for out-of-pocket expenses necessarily incurred in the discharge of any duties as director.

Section 10. Committees. The Board of Directors may, by resolution adopted by an affirmative vote of the majority of the full Board present at any meeting, designate from among its members an Executive and/or other committees, each of which shall consist of two (2) or more directors and which shall, to the extent provided in the resolution, exercise all the authority of the Board, except as otherwise provided by the Colorado Nonprofit Corporation Act.

ARTICLE VIII
MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meeting of the Board. The annual meeting of the Board of Directors shall be held immediately after and at the same date and place where the annual meeting of the membership has been held. The meeting shall be held for the purpose of electing or appointing directors, officers, agents, or employees, appointing committees, and for the transaction of any other business as may properly come before the Board. No notice other than these Bylaws and/or a resolution by the Board prescribing the specifics of the meeting shall be required for the annual meeting.

Section 2. Regular Meetings of the Board. Regular meetings of the Board shall be held at the principal office of the corporation on the third Wednesday of each month at 6:30 p.m. The Board may designate either alternative monthly meeting dates, alternative meeting sites, or both. No notice other than these Bylaws and/or a resolution prescribing the specifics of the meeting shall be required for the regular meetings.

Section 3. Special Meetings of the Board. Special meetings of the Board may be called by or at the direction of the Chairperson of the Board, the President of the corporation, the Secretary of the corporation (in the absence or incapacitation of the President), the Executive Director, the Board of Directors, or any two (2) members of the Board at such time and place as the person(s) calling the meeting shall designate. Unless otherwise designated, any special meeting shall be held at the principal office of the corporation.

Notice of the time and place of any special meeting of the Board shall be given to each member of the Board. The notice shall also state the purpose of the meeting, and no other business other than that which has been specified in the notice may be considered.

Notice shall be given by the Secretary of the corporation by personally delivering or by mailing to each director the notice at least ten (10) days before the date of the meeting. (The date of the delivery or mailing is excluded in counting the required days of notice period.) If mailed, the notice shall be deemed delivered when deposited in the United States mail with postage prepaid, addressed to the last recorded address appearing in the membership rolls of the corporation. In the event of an emergency, notice shall be given by telegram at least seventy-two (72) hours in advance of the time set for the meeting. If notice is

given by telegram, such notice shall be deemed delivered when presented to the telegraph entity.

A director may waive notice by attending the meeting, by signing a waiver of notice either before, during, or after the meeting, or by signing the minutes of the meeting indicating approval and consent to the action taken at the meeting. Any of these actions shall be the equivalent to the giving of notice. The attendance of a director at any special meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 4. Quorum and Voting by Directors. Except as otherwise provided either by statute, the Articles of Incorporation, or by these Bylaws, a majority of the number of directors fixed in Article VII, Section 3 shall constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

In the absence of a quorum, a majority of the directors present may, without any notice other than the announcement at the meeting, adjourn the meeting from time to time until a quorum can be obtained. If a quorum is then present, any business may be transacted at the meeting as originally called. The directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors to less than a quorum, provided at least one-third (1/3) of the number of directors so fixed in Article VII, Section 3 remain.

When voting, the Chairman may call for a show of hands or may require each member to stand and be counted in regards to the vote. The results of all voting, including the identity of the votes of individual members, shall be so noted in the minutes.

The directors shall act only as a Board, and the individuals, as such, shall have no power.

Section 5. Informal Action by Directors. Any action required or allowed to be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the directors entitled to vote with respect to the subject matter thereof. The directors may severally or collectively consent in writing to any action taken or to be taken by the

corporation, and the writing(s) evidencing their consent shall be filed with the Secretary of the corporation. Such consent shall have the same force and effect as a unanimous vote of the directors and shall be as valid as though it had been authorized at a meeting of the directors.

Section 6. Presumption of Assent by Directors. A director of the corporation who is present at a meeting of the Board of Directors at which action is taken on any corporate matter shall be presumed to have assented to the action taken unless the director's dissent is entered in the minutes of the meeting or unless the director shall file a written dissent to the action with the Secretary or the person acting as secretary of the meeting before adjournment thereof, or the dissent is sent by certified or registered mail to the Secretary of the corporation within twenty-four (24) hours after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of the action.

Section 7. Conference Telephone Meetings of the Board. Members of the Board of Directors, or any committee designated by the Board, may participate in any meeting of the Board or committee by means of the conference telephone or similar communications equipment that enables all the participants in the meeting to hear each other at the same time. Such participation shall constitute presence in person at the meeting. Notice of such meeting shall be given or waived pursuant to Article VIII, Section 3.

Section 8. Conflicts of Interest. No contract or transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for that reason or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes, approves, or ratifies the contract or transaction or solely because his/her votes are counted for such purpose if:

- (a) The material facts as to his/her relationship or interest and as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

- (b) The contract or transaction was fair as to the corporation.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board or a committee which authorizes, approves, or ratifies the contract or transaction.

Any member of the Board may provide services to the corporation, for which the member shall not receive compensation, as such; provided, however, a full and fair disclosure of such services is provided to all members of the Board.

ARTICLE IX CONDUCT OF MEETINGS

Section 1. Order of Business at Meetings. The order of business at any annual, regular, or special meeting of the members of the Board shall be as follows:

- (1) Convening of meeting.
- (2) Calling the roll-determining quorum.
- (3) Secretary's proof of due notice (or waiver) of meeting.
- (4) Reading and approval of new minutes and disposal of unapproved minutes.
- (5) Reports of officers.
- (6) Unfinished business.
- (7) Election of officers (if applicable).
- (8) New business.
- (9) Changes in Bylaws.
- (10) Adjournment.

Section 2. Parliamentary Procedure. Any question concerning parliamentary procedure at any meeting of the Board of Directors shall be determined by reference to Roberts Rules of Order. These Rules shall be deemed the final ruling authority as to questions and conflicts that may arise, unless altered by or in conflict with these Bylaws.

Section 3. Minutes of the Meetings. Minutes of all Board and committee meetings shall contain a permanent record of all business which is performed by the Board or committee. All motions, whether adopted or rejected, shall be entered into the minutes along with the number and identity of the directors voting in the election or motion, except in the case of a secret ballot. A secret ballot may be called for only by the affirmative vote of two-thirds (2/3rds) of the directors with a quorum present.

Once the minutes have been approved, they cannot be altered in any way. Corrections to minutes shall be entered into the minutes of the following meeting and attached to the incorrect minutes.

ARTICLE X
OFFICERS, AGENTS, AND EMPLOYEES

Section 1. Number and Title of Officers. The officers of the corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and an Executive Director (or Chief Executive Officer). Any two or more offices may be held by the same person, except the offices of President and Secretary. Additionally, the individual who holds the office of Executive Director shall not hold any other office of the corporation during the term as Executive Director.

The officers of the corporation shall be natural persons, eighteen years of age or older. No person shall be eligible for election and to continue to serve as an officer unless such person is a member in good standing of the corporation and has, except for the office of Executive Director, either been on the Advisory Council or on the Board of Directors for a period of time to be determined by the Board.

Section 2. Subordinate Officers, Committees, Agents, and Employees. The Board of Directors may appoint or elect, in accordance with these Bylaws or by resolution, such other officers (including one or more Vice-Presidents), assistant or subordinate officers, committees, agents, and employees, as it may deem necessary, each of whom shall hold office for such period, have such authority, and perform such duties as are prescribed by these Bylaws or as the Board may from time to time determine. The Board may delegate to any officer or committee the power to appoint and to prescribe the authority and duties of such subordinate officers, committees, agents, and employees.

Section 3. Election, Term of Office, and Qualifications of Officers. The President, Vice-President, Secretary, and Treasurer of the corporation shall be elected by the Board of Directors, from a list of nominees, at the annual meeting of the Board. Election shall require the affirmative vote of a majority of the directors at the meeting with a quorum present. Officers shall hold office until their successors are elected and qualify or until their death, resignation, disqualification, or other removal in accordance with the provisions of this Article.

The Executive Director shall be appointed by the Board by the affirmative vote of a majority of the directors with a quorum present. The Executive Director shall hold office at the pleasure of the Board and shall also be known as the Chief Executive Officer (CEO) of the corporation.

A list of nominees for the offices of President, Vice-President, Secretary, and Treasurer shall be compiled not less than one (1) month prior to the date of the annual meeting. Names of nominees may be submitted by any Board member, any Council member, or any officer of the corporation. Nominees shall be taken from among either the membership of the Board, the membership of the Council, or the officers of the corporation.

At such time as the Board has decided to consider the appointment of an Executive Director, a list of nominees for the office of Executive Director shall be compiled not less than one (1) month prior to the meeting at which the appointment is to be finalized. Names of nominees may be submitted by any Board member, any Council member, or any officer of the corporation. Nominees shall be taken from among either 1) the membership of the Board, 2) the membership of the Council, 3) the officers of the corporation, or 4) other applicants whom the Board shall reasonably determine to be qualified.

No officer, except the Executive Director, may hold office for more than three (3) consecutive terms of one (1) year each.

The rights, duties, and obligations of all officers, agents, and employees shall be as prescribed in the Articles of Incorporation, these Bylaws, and as dictated by the Board, provided the board resolutions are not in conflict with the Bylaws. The Board alone has the power to approve any and all actions by the officers, agents, and employees. In all cases where the duties of any officer, agent, or employee are not prescribed by the Articles of Incorporation, by these Bylaws, or by the Board, such officer, agent, or employee shall follow the orders and instructions of the Executive Director (CEO).

In the case of employees, the Board is subject to the provisions of Article X, Section 12.

Section 4. Removal of Officers and Agents. Any officer or agent may be removed by the Board of Directors when in the judgment of the Board the best interests of the corporation would be served thereby. Removal shall be by the affirmative vote of two-thirds (2/3rds) of the full Board present at any meeting. The pre-hearing notice, hearing, and

post-hearing notification procedures shall those prescribed in Article VII, Section 7.

The Board of Directors shall have the sole power to remove the superior officers of the corporation (President, Vice-President(s), Secretary, Treasurer, and Executive Director) and shall not confer this power on any other individual or entity. The Board may confer the power of removal of subordinate or assistant officers and agents upon such superior officers and/or committees as may be determined by the Board and upon such terms and conditions as prescribed by the Board. In such delegation of authority, the Board shall have the power to review all cases of removal.

Any removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not, of itself, create contract rights.

Section 5. Resignation of Officers. Any officer may resign at any time by giving written notice to either the Board of Directors, the President, or to the Secretary of the corporation. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies in Office. In case any vacancy shall occur in office because of death, resignation, disqualification, removal or other cause, the Board of Directors shall, at any regular or special meeting with a quorum present, by the affirmative vote of a majority of directors, elect an officer to fill such vacancy for the unexpired portion of the term or delegate this power to an appropriate party to exercise. A vacancy created by an increase in the number of offices may be filled for a term of office continuing only until the next election of officers by either the Board in the manner outlined above or as otherwise prescribed by these Bylaws.

The Board shall have the right in the event of a vacancy to elect an individual who has served three (3) consecutive terms if one (1) year has passed since the expiration of that individual's last term.

Section 7. Compensation of Officers. Only the Executive Director shall receive a salary for the duties performed as Executive Director. No other officer shall receive any salary for services to the corporation as an officer but, subject to the approval of the Board, may be reimbursed for

reasonable expenses necessarily incurred in connection with the services rendered to the corporation.

Salaries, wages, or other compensation for agents and employees shall be as determined by the Executive Director, subject to approval by the Board at the time of the annual budgetary review.

Section 8. President. The President shall, when present, preside at all meetings of the membership of the corporation. The President shall present, together with the Executive Director, at each annual meeting of the members of the corporation, a written financial report of the corporation for the preceding fiscal year, as well as a written report on the activities of the corporation for the same period of time. The President, together with the Executive Director, shall also present to the Board annual written reports similar in content to the ones delivered to the membership of the corporation and shall present to the Board at the regular meetings, together with the Executive Director, written reports containing a statement of the financial condition of the corporation and a review of the preceding month's activities.

The President may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed. The President shall, in general, perform all duties as may be prescribed by the Board from time to time.

In the event that the position of President becomes vacant, the Vice-President shall serve as Acting President for the unexpired term or until a new President may be elected by the Board if deemed so necessary.

Section 9. Vice-President. The Vice-President shall assist the President and shall perform such duties as from time to time may be assigned by the President or by the Board.

At the request of the President, or in the President's absence, death, inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 10. Secretary. The Secretary shall:

- (a) attend and keep the minutes of the meetings of the members of the corporation and of the Board of Directors, including committees, in books provided for that purpose and otherwise act as secretary;
- (b) see that all notices (or waivers of notice) are duly given in accordance with the provisions of these Bylaws or as otherwise required by the Board or by law;
- (c) be custodian of the corporate records, except as they may be expressly placed in the charge of another by the Board, of the corporate seal, and see that the seal is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws;
- (d) sign with the President or other properly authorized officer on any appropriate instruments which the Board has authorized to be executed;
- (e) keep a complete record of the membership of the corporation, including current post office addresses, on file at the principal office of the corporation, and make all proper changes in such records, retaining and filing the authority given for all such entries;
- (f) see that the books, reports, statements, and all other documents and records required by law are properly kept and filed;
- (g) in general, perform all duties usually incident to the office of the Secretary, those duties specified in these Bylaws, and such other duties as may, from time to time, be assigned by the Board.

An Assistant Secretary, if any, shall perform the same duties in the absence of the Secretary, or when requested by either the Board or the Secretary, and shall perform such other duties as may be prescribed by the Board.

Section 11. Treasurer. The Treasurer shall:

- (a) keep correct and complete books and records of account on file in the principal office of the corporation;

- (b) have the charge and custody of, and be responsible for, all funds and securities of the corporation, all evidences of indebtedness, and all documents dealing with the real and personal property of the corporation, except as they may be expressly placed in the charge of another by order of the Board;
- (c) receive monies due and payable to the corporation from any source whatsoever;
- (d) deposit all corporate funds in the name of the corporation in such banks, trust companies or other depositories as shall be designated by the Board;
- (e) disburse the funds of the corporation as may be ordered by the President or by the Board;
- (f) at all reasonable times exhibit the books of account and records to any of the directors of the corporation upon application during business hours at the principal office of the corporation;
- (g) shall keep full and accurate accounts of all receipts and disbursements of the corporation and, whenever required by the Board, shall render financial statements of the corporation and/or an account of all transactions of the Treasurer to the Board;
- (h) assist the President and the Executive Director in preparing their annual and monthly reports to the membership of the corporation and to the Board and, at the annual meeting of the Board and thereafter at the regular meetings of the Board, shall present a full financial statement in such detail as may be required by the Board for the preceding fiscal year or the previous month, respectively. If so authorized by the Board, the President, the Executive Director, and the Treasurer may combine their various reports and make one presentation at the annual and regular meetings.
- (i) shall have the authority to sign such papers as may be required in the sale of assets of the corporation or in connection with the settlement of estates or trusts in which the corporation has an interest;

- (j) in general, perform all of the duties usually incident to the office of the Treasurer, those duties specified in these Bylaws, and such other duties as may, from time to time, be assigned by the Board.

The books and accounts of the corporation shall be audited annually, whenever so designated by the Board, by a certified public accountant selected by the Board.

The Treasurer or any other individual entrusted with the handling of the funds and property of the corporation shall, at the discretion of the Board, furnish, at the expense of the corporation, a fidelity bond approved of by the Board, and in such a sum as the Board may prescribe.

An Assistant Treasurer, if any, shall perform the same duties in the absence of the Treasurer, or when requested by the Board or the Treasurer, and shall perform such other duties as may be prescribed by the Board.

Section 12. Executive Director. The Executive Director (Chief Executive Officer) shall, subject to the direction and supervision of the Board of Directors, have general and active control of the affairs and business of the corporation and general supervision of its agents and employees, in accordance with the Articles of Incorporation, with these Bylaws, with prescriptions by the Board, with the policies of the corporation, and otherwise not prohibited by law.

Although the Executive Director is responsible to the entire Board, he/she shall report, on a daily or weekly basis, to the Chairman of the Board and shall be bound, therefore, by either resolutions of the Board or by the direction provided by the Chairman.

As managing officer of the corporation, the Executive Director shall have general supervisory control and authority over all activities, functions, and employees of the corporation. He/she shall be vested with and exercise such powers as the Board, by resolution, shall deem necessary for the proper execution of this office.

The Executive Director shall have the power to employ and remove such person(s) as may be necessary for the proper functioning of the corporation and to compensate for the services of such person(s). The Executive Director shall have the power to hire all employees whose annual salary does not exceed the sum of Twenty-five Thousand Dollars (\$25,000.00). He/she shall obtain Board approval for the employment of any administrative, operational,

managerial, or executive personnel whose annual salary exceeds Twenty-Five Thousand Dollars (\$25,000.00).

The Board shall, at the time of the annual budgetary review, review the the number of employees, current compensation, and other relevant factors.

The Executive Director may sign, with the Secretary or other proper officer of the corporation designated by the Board, all contracts, documents, and instruments which the Board has authorized to be signed on behalf of the corporation by the Executive Director.

The Executive Director shall have the power, in consultation with the President, or in the President's absence, any superior officer and two (2) members of the Board, to act in cases of emergency between regular meetings of the Board where there is less than seventy-two (72) hours to act.

The Executive Director shall, in conjunction with the President, present those reports prescribed in Article X, Section 8, together with any other documents or instruments required by these Bylaws or by resolution of the Board. The Executive Director shall also submit to the Board a proposed budget for the ensuing fiscal year no later than the first (1st) day of May of each year and shall be responsible to the Board to operate within this budget.

The Executive Director shall, on an annual basis and whenever requested by the Board, prepare and recommend to the Board policy statements covering all phases of the corporation's operation; shall maintain and actively pursue the objectives of the corporation; support the policies and programs of the corporation; shall develop programs to enhance the public image of the corporation; shall be personally responsible for determining the status and care of all animals under his/her control; and, in general, shall perform such other duties as may be assigned by the Board.

The Executive Director shall function on a full time basis for the corporation and shall be compensated upon such terms and in such amounts as determined by the Board. The performance of the Executive Director shall be evaluated on an annual basis and may be removed by the Board in accordance with the provisions and procedures prescribed in Article X, Section 4.

ARTICLE XI
INDEMNIFICATION OF OFFICERS
AND DIRECTORS

Section 1. Indemnification. The corporation shall, to the full extent permitted by the laws of the State of Colorado, 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, whether civil, criminal, administrative or investigative, and whether formal or informal, by reason of the fact that he/she is or was a director or officer of the corporation. The right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of the director or officer. The right of indemnification herein provided shall not be exclusive of other rights to which such officer or director may be entitled as a matter of law.

Section 2. Liability Insurance. The Board of Directors may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, fiduciary, or agent of the corporation and who, while a director, officer, employee, fiduciary, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against or incurred by him/her in any such capacity or arising out of his status as such. Any such insurance may be procured from any insurance company designated by the Board of Directors, whether such insurance is formed under the laws of this State or any other jurisdiction of the United States or elsewhere.

In the event that such insurance is obtained, the full coverage of indemnity shall be reduced or eliminated to the extent of any insurance benefits paid or recovered.

ARTICLE XII
FINANCIAL AND OTHER MATTERS

Section 1. Fiscal Year. The fiscal year shall begin on the first (1st) day of July and end on the thirtieth (30th) day of June.

Section 2. Contracts and Loans. No contract, loan, evidence of indebtedness, negotiable paper, or other instrument or document issued in the name of or on behalf

of the corporation shall be entered into, executed, or incurred on behalf of or binding upon the corporation, or delivered in the name of or binding upon the corporation, unless authorized by the Board of Directors. When so authorized, any officer designated by the said authorization may sign and deliver the instruments necessary to carry out the intent of the authorization. Such authorization may be general or confined to a specific instance.

Section 3. Bank Accounts, Checks, Drafts, Etc. All the funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks or other depositories as the Board may designate or as may be designated by any officer(s) of the corporation to whom such power, from time to time, has been delegated by the Board. All of such funds, once deposited, may be withdrawn only in accordance with the proper authorization of the Board.

All checks, drafts, bills of exchange, notes and other obligations or orders for the payment of money shall be signed in the name of the corporation by such officer(s) or person(s) as the Board may from time to time designate by resolution.

The approval of the Board shall not be required in the payment of routine operating expenses not to exceed Five Thousand Dollars (\$5,000.00).

Section 4. Income. The income of the corporation shall come from membership dues, gifts, bequests, donations, or by any manner compatible with the powers, purposes, and policies expressed in the Articles of Incorporation and these Bylaws.

ARTICLE XIII RESTRICTED FUNDS

Restricted funds received by the corporation by way of gift or otherwise shall be applied in strict conformity with all conditions imposed.

ARTICLE XIV NONPROFIT STATUS

The corporation is organized exclusively for charitable and educational purposes, and for the prevention of cruelty to animals, within the meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation shall not carry on

nor allow to be carried on any activities not permitted to be carried on (a) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

The corporation is not empowered to engage, otherwise than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of the purposes of charity, education, or the prevention of cruelty to animals.

Upon dissolution and after the payment of any outstanding corporate liabilities, the remaining assets, if any, shall be distributed to one or more organizations which are exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code as now in force or as hereafter amended, and which are organized and operated exclusively for purposes relating to the prevention of cruelty to animals. In no event shall any distribution in the event of dissolution be made to or in any manner inure to the benefit of any individual member, officer, or director of the corporation.

ARTICLE XV CORPORATE SEAL

The Board of Directors shall adopt a corporate seal which shall be circular in form and shall have inscribed on the periphery the name of the corporation and the State of incorporation. In the center of the seal there shall be the word "Seal".

ARTICLE XVI AMENDMENT OF BYLAWS

The power to make, alter, amend, or repeal these Bylaws or to new adopt new Bylaws, either in whole or in part, shall be vested in the Board of Directors alone by the affirmative two-thirds (2/3rds) vote of the full Board present at any meeting of the Board. The Bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Colorado or with the Articles of Incorporation.

Only those proposed amendments, or deletions, the full text of which shall have been delivered to each member of the Board at least five (5) days prior to the meeting at which the amendment or deletion will be presented to the Board for action, shall be considered.

The Articles of Incorporation may be amended upon by the affirmative two-thirds (2/3rds) vote of the full Board at any meeting of the Board.

ARTICLE XVII
EFFECTIVE DATE

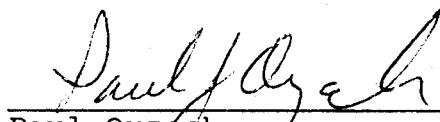
These Amended Bylaws shall become effective upon the affirmative two-thirds (2/3rds) vote of the full Board present at any meeting of the Board and shall thereupon supersede all former Bylaws of the corporation; provided, however, that all the members of the Board qualified to act under the former Bylaws of the corporation at the time these Amended Bylaws become effective shall automatically be and become qualified members of the Board for the balance of the terms for which they were elected.

IN WITNESS WHEREOF, we, the undersigned, being all of the persons constituting the Board of Directors of The Colorado Humane Society, an SPCA, Inc., hereby approve of the foregoing Amended Bylaws and, therefore, adopt the same as the Bylaws of the corporation.

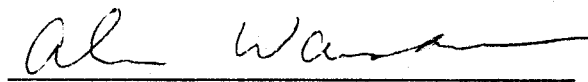
Dated this 16th day of August, 1989.



Beryl M. Jones



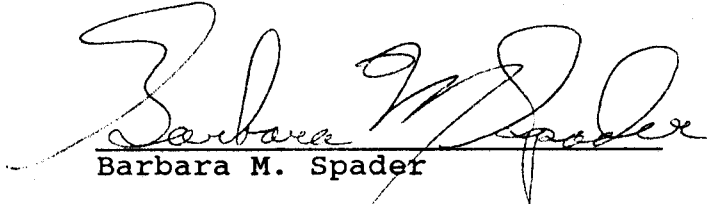
Paul Orzech



Alan Warshaw



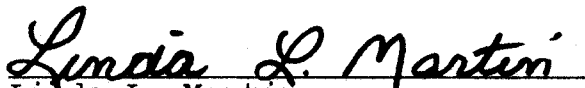
Robert Wells


Barbara M. Spader


Linda L. Martin


Madeline L. Duncan

This is to certify that I am the duly elected and qualified Secretary of The Colorado Humane Society, an SPCA, Inc., and that the foregoing Amended Bylaws of the corporation consisting of thirty (30) pages, were approved and adopted by the Board of Directors on the 16th day of August, 1989, by all of the persons constituting the Board of Directors of the corporation.


Linda L. Martin

[SEAL]