

AMENDMENT OF BYLAWS  
(ARTICLE VI)  
ADVISORY COUNCIL

RESOLVED, that Article VI ("Advisory Council") of the Bylaws is hereby amended to read as follows:

1. Members of the Advisory Council shall not be directors, officers, or employees of the corporation. Members may be agents, independent contractors, or other representatives of the corporation whether they receive compensation for their services or not. Members of the Advisory Council must, however, be members of the Colorado Humane Society & S.P.C.A., Inc.

Only individuals may be members of the Advisory Council. No organizations, corporations, foundations, or other entities may be members.

2. The functions of the Advisory Council shall not include participation in the operating management of the corporation. It shall act as an advisory, non-voting consultant to the Board of Directors. The Council shall consider, advise upon, and make recommendations to the Board with respect to matters of policy relating to the general conduct of business of the corporation that may be submitted to it by the Board or other duly authorized Committee.

The Advisory Council may participate in any and all phases of the business as directed by the Board, especially and including participation in any fund-raising activities or programs.

Each member of the Advisory Council is encouraged and shall be expected, when so directed by the Board, to actively pursue all avenues available to promote the image and philosophy of the corporation and to raise whatever funds requested by the Board.

3. The Advisory Council shall have no power to act on behalf of the Board. The Advisory Council shall, however, have the authority to publicly represent the Corporation in any of its activities or programs as directed by the Board.

4. The Advisory Council shall act as a pool from which future Board of Director members and officers may be elected in accordance with the terms of the Bylaws.

5. Election of the Advisory 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, and may take place at any annual, regular or special meeting of the Board. Upon election to the Advisory Council, a

member shall cease to be and function either as a director, officer, or both, of the corporation, as the case may be.

6. Council members shall be elected from a list of nominees, which list shall be 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.

7. Election of Council members shall be by the affirmative vote of a majority of the Board of Directors with a quorum present.

8. Resignation from the Council or termination of membership on the Council shall be as prescribed by the provisions of the By-laws, as found in Article IV, Sections 6 and 7.

9. Transfer of Council membership shall not be permitted.

10. There shall be neither a minimum nor a maximum number of members on the Advisory Council.

11. Members of the Advisory Council may serve an unlimited period of time on the Council, providing they meet the other qualifications of this Amendment, the By-laws, or other standards as dictated by the Board.

12. Members of the Advisory Council shall sit in on Board of Directors' meetings, unless an executive session is called, at which time only the members of the Board of Directors and the Executive Director may be present.

13. Members of the Advisory Council shall participate in Board discussions, but they shall have no vote in Board decisions and/or resolutions. Members will be able to participate on committees and carry out special assignments as designated by the Board of Directors.

14. Members of the Advisory Council are required to attend at least two (2) meetings of the Board of Directors, in a calendar year, and the annual meeting of the Board of Directors, as well as the annual meeting of the membership of the corporation.

15. The members of the Advisory Council shall decide, among themselves, as to their own schedule of meetings. Members are encouraged to meet at least one (1) time every calendar quarter. At such meetings, a reasonable vote-taking system shall be devised so as to provide both verbal and written presentations and recommendations to the Board.

APPROVED:

2/24/90

Madeline J. Duncan  
Secretary