

BYLAWS
OF
ANIMAL SHELTER OF PELL CITY, INC.
A NONPROFIT CORPORATION
Effective December 18, 2012

TABLE OF CONTENTS

BYLAWS OF ANIMAL SHELTER OF PELL CITY, INC. A NONPROFIT CORPORATION	1
ARTICLE I REGISTERED AGENT AND OFFICES	1
1.1 Registered Office and Agent	1
1.2 Change of Registered Office and Agent	1
1.3 Other Offices	1
ARTICLE II BOARD OF DIRECTORS	1
2.1 Governing Authority	1
2.2 Number, Tenure and Qualifications	1
2.3 Election	1
2.4 Conduct of Directors	2
2.5 Removal of a Director	2
2.6 Regular Meetings	2
2.7 Special Meetings	2
2.8 Notice	2
2.9 Waiver of Notice	2
2.10 Attendance at Meetings	2
2.11 Quorum of Directors	3
2.12 Conduct of Meetings	3
2.13 Informal Action by Directors	3
2.14 Delegation of powers.	3
2.15 Actions Requiring Approval of the Board.	3
2.16 Nonprofit Operations-Compensation	4
2.17 Loans To Directors And Officers Prohibited	4
2.18 No Personal Property Rights	4
2.19 Conflicts of Interest.....	4
2.20 Inspection of Records by Directors.....	5
ARTICLE III OFFICERS	5
3.1 Officers.....	5
3.2 Election; Qualifications; Term and Vacancy in Office	5
3.3 Subordinate Officers	5
3.4 Removal	5
3.5 Delegation of powers.	5
3.6 Standard of Conduct.....	5
3.7 President.....	5
3.8 Vice President	6
3.9 Treasurer	6
3.10 Absence of Treasurer	7
3.11 Secretary.....	7
3.12 Absence of Secretary.....	8
3.13 Assistant Treasurers and Assistant Secretaries	8
ARTICLE IV COMMITTEES	8
4.1 Committees with Board Authority	8
4.2 Directors Remain Responsible for Committee Actions	8
4.3 Board Committees.....	8
4.4 Functionary Committees	9
4.5 Term of Office.....	9

4.6 Chairperson	9
4.7 Vacancies	9
4.8 Rules.....	9
4.9 Reservation of Board Powers.....	9
ARTICLE V EXECUTION OF INSTRUMENTS AND DEPOSIT OF FUNDS	9
5.1 Authority for Execution of Instruments	9
5.2 Execution of Instruments.	9
5.3 Bank Accounts and Deposits.	9
5.4 Endorsement without Countersignature	9
5.5 Signing of Checks and Drafts	10
5.6 Gifts.....	10
5.7 Purchasing Limits.....	10
ARTICLE VI INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHERS	10
6.1 Indemnification and Immunity.....	10
6.2 Immunity of Persons Not Compensated for Corporate Position.....	10
6.3 Indemnity of Party Not Compensated for Corporate Position	10
6.4 Indemnity of Party Compensated for Corporate Position	11
6.5 Reimbursement if Successful	11
6.6 Amounts Indemnified.....	11
6.7 Authorization	11
6.8 Advanced Reimbursement	11
6.9 Indemnification Not Exclusive	11
6.10 Insurance	12
ARTICLE VII MISCELLANEOUS	12
7.1 Books and Records.....	12
7.2 Fiscal Year	12
7.3 Seal.....	12
7.4 Waiver of Notice.....	12
7.5 Invalidity	12
ARTICLE VIII AMENDMENT OF BYLAWS.....	12
8.1 Adoption, Amendment, and Repeal of Bylaws by Directors	12
8.2 Emergency Bylaws.....	12
ARTICLE IX VOLUNTARY DISSOLUTION	13
9.1 Board Resolution.....	13
9.2 Statement of Intent to Dissolve	13
9.3 Filing of Statement; Winding Up.....	13
9.4 Distribution of assets upon Dissolution	13
9.5 Plan of Distribution of Assets	13
ADOPTION OF BYLAWS.	14

**BYLAWS
OF
ANIMAL SHELTER OF PELL CITY, INC.
A NONPROFIT CORPORATION**

These Bylaws are adopted by the Board of Directors of the Animal Shelter Of Pell City, Inc., a nonprofit corporation (hereafter the “Corporation”) for the regulation and management of the Corporation’s affairs.

Capitalized terms within parentheses and quotes following a description shall have the meaning of the preceding words as indicated in text. Unless the context indicates otherwise, such as for punctuation or proper names, other capitalized terms used in these Bylaws and not otherwise defined herein shall have the same meaning as the term used in the Amended and Restated Articles of Incorporation or the Alabama Nonprofit Corporation Law (whether capitalized or explicitly defined in the Articles or the Law).

**ARTICLE I
REGISTERED AGENT AND OFFICES**

1.1 *Registered Office and Agent.* The Corporation shall continuously maintain a Registered Office, and a Registered Agent whose office is identical with such registered office, in the State of Alabama as required by the Alabama Nonprofit Corporation Law. The Corporation’s registered office and principal place of operations shall be located at 1071 Airport Road, Pell City, AL 35128. The Corporation’s registered agent until changed by the Board of Directors is Helen Powell.

1.2 *Change of Registered Office and Agent.* The Board of Directors (hereafter the “Board”) may change the registered agent, change the address of the registered office, and establish other offices as the Board determines.

1.3 *Other Offices.* The Corporation may have offices at other places as the Board may from time to time designate.

**ARTICLE II
BOARD OF DIRECTORS**

2.1 *Governing Authority.* The Board of Directors shall be the governing authority of the Corporation defined in Alabama Code §10A-1-1.03(39). All corporate powers shall be exercised by or under authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board.

2.2 *Number, Tenure and Qualifications.* The Board shall be composed of not less than five nor more than fifteen natural persons who are residents of the State of Alabama. Each director shall hold office for a term beginning on the date of election, unless the Board sets a later date for such term to begin, and ending on December 31st of the second calendar year following the calendar year in which the term began. The number of Directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease in number shall have the effect of shortening the term of any incumbent Director. If the number of Directors then serving would be reduced to less than five at the end of a Director’s term, the Director shall serve until a successor is elected and qualified. Directors may be reelected. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Vacancies created by an increase in the number of Directors may be filled by the Board for a term of office continuing only until the next regular election of Directors. The Board may leave any Director position vacant as long as at least five Directors are then serving.

2.3 *Election.* When the term of any Director expires or if a Director dies, resigns, is removed, becomes physically or mentally incompetent, or otherwise ceases to be a Director, a majority of the remaining Directors then serving, though less than a quorum, may elect a person to fill the vacancy.

(a) **Regular Elections.** Regular elections for the Board shall be held at a regular meeting of the Board held each December.

(b) *Process for Filling Vacancies.* The Board will consider nominations to fill vacant positions on an annual basis. The process outlined in the Corporation's Board Nomination Policy will be used to propose a new Director.

2.4 *Conduct of Directors.* Directors shall set goals to achieve the purposes of the Corporation, maintaining honorable trusteeship with due diligence and prudence, and functioning as a team. The Board may adopt and amend from time to time a code of conduct for Directors and provide for the violation of such code such consequences as the Board deems appropriate. Directors are expected to attend meetings regularly, provide leadership to the organization in fundraising, (including providing an example through personal contributions) committees, volunteer duty, recruiting volunteers, and encouraging public support for the Corporation and its goals and purposes. If a Director fails to participate in any manner for six months or more, the Board may consider removing such Director from office.

2.5 *Removal of a Director.* Any Director can be removed by a majority vote of the Board whenever, in its judgment, the best interest of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the Director so removed.

2.6 *Regular Meetings.* The Board shall meet as often as deemed necessary to conduct the business of the Corporation, but at least once in each calendar quarter. The Board may provide by resolution the time and place, either within or without the State of Alabama, for the holding of additional regular meetings of the Board with such notice as required by the resolution, including by telephone, fax, email, U.S. Mail, or in person. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

2.7 *Special Meetings.* Special meetings of the Board may be called by or at the request of the President, by any two Directors or by resolution of the Board. All special meetings of the Board shall be held at location specified in the Notice of the meeting..

2.8 *Notice.* Notice of any special meeting of the Board shall be given at least two days before the meeting either in person, or by telephone, fax, email, or U.S. Mail. If mailed, such notice shall be deemed delivered when deposited in the United States Mail at least five business days before the meeting in a sealed envelope addressed to the Director's address on file with the Secretary with first class postage prepaid. Unless the special meeting is called by the President or by resolution of the Board, the business to be transacted at, and the purpose of the special meeting shall be specified in the notice or waiver of notice of such meeting.

2.9 *Waiver of Notice.* Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

2.10 *Attendance at Meetings.* Directors may attend a meeting of the Board in any of the following ways:

(a) *In Person.* Directors may attend a meeting by being physically present in the meeting room.

(b) *By Telecommunications.* Some or all Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at that same time and participation by such means shall constitute presence in person at a meeting.

(c) *By Proxy.* A Director may attend a meeting of the Board through an Officer of the Corporation who is appointed as the Director's proxy and is physically present at the meeting to cast the Director's vote.

(1) A Director may appoint a proxy to vote or otherwise act for him or her by signing an appointment form or by means of an electronic transmission. An electronic transmission must contain or be accompanied by information from which one can determine that the Director authorized the transmission.

(2) The appointment form or electronic transmission, as the case may be, shall identify issues to be voted upon and directions on how to vote on such issues. It shall be valid only for the specific issues identified

in the form or electronic transmission. The proxy appointment shall be delivered to the President or presiding Officer present at the meeting who shall determine whether the appointment is valid. The decision of the President or presiding officer shall be final unless overruled by a majority of Directors attending the meeting excluding the proxy in question.

(3) Appointment of a proxy is effective when a signed appointment form or an electronic transmission of the appointment is received by the Officer appointed as proxy and accepted by the President or other presiding officer at the meeting. An appointment is valid for no more than one meeting unless a longer period is expressly approved by the Board. Only one proxy shall be valid for any Director at any meeting.

(4) The revocation of a proxy appointment or the death or incapacity of the Director appointing a proxy does not affect the right of the corporation to accept the proxy's authority unless notice of the revocation, death, or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises his or her authority under the appointment.

(5) Subject to any express limitation on the proxy's authority stated in the appointment form or electronic transmission, the Corporation is entitled to accept the proxy's vote or other action as that of the Director making the appointment.

(6) A durable general power of attorney shall not constitute a proxy.

2.11 Quorum of Directors.

(a) A majority of the number of Directors serving at the time of any meeting shall constitute a quorum for the transaction of business, unless otherwise provided in the Bylaws. The act of the majority of Directors in attendance at a meeting at which a quorum is present shall be the act of the Board, unless a different number is required by law or by the Corporation's governing documents.

(b) If a quorum is present when a meeting is convened, the Directors present may continue to do business, taking action by a vote of a majority of a quorum as fixed above, until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum as fixed above, or the refusal of any Director present to vote.

2.12 Conduct of Meetings.

(a) The rules of Procedure in Small Boards (Chapter XVI, Boards and Committees) contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws or any special rules of order the Corporation may adopt.

(b) If a specific issue of Parliamentary process is not addressed in the Procedure in Small Boards, and a Board member raises a point of order, the Secretary (or a Board member named as the Parliamentarian will consult the appropriate section in the full text of Roberts's Rules of Order Newly Revised and provide guidance to the Board.

2.13 Informal Action by Directors. Any action which may be taken at a meeting of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors. The consent shall have the same force and effect as a unanimous vote and may be stated as such in any filing instrument filed with either the judge of probate or Secretary of State.

2.14 Delegation of powers. For any reason deemed sufficient by the Board, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any Officer to any other Officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

2.15 Actions Requiring Approval of the Board. Unless expressly authorized in writing by a resolution of the Board, no Officer, employee or agent of the Corporation shall have authority to take any action outside the ordinary course of business, including the following:

(a) To acquire, lease, sell or otherwise dispose of, release, partition, vacate, abandon, grant easements in or over, dedicate, adjust the boundaries, or change the use or purpose of any real property or any interest in real property;

(b) To borrow money or otherwise contract debt in the name of the Corporation or to mortgage, pledge, hypothecate, encumber or grant security interests in any asset of the Corporation;

(c) To lend money of the Corporation;

(d) To render the Corporation liable pecuniarily for any purpose except in the ordinary course of business;

(e) To create or impose personal liability on any Director or Officer without the express written consent of such person;

(f) To purchase liability or other insurance;

(g) To invest any Corporate funds except in accounts insured by the Federal Deposit Insurance Corporation, including securities, commodities, precious metals, financial instruments, contracts for future delivery, or other speculative investment media;

(h) To sell or otherwise dispose of assets of the Corporation;

(i) To execute on behalf of the Corporation notes and other negotiable instruments (except checks in the ordinary course of business); mortgages or deeds of trust; security agreements; financing statements; documents providing for the acquisition, mortgage or disposition of the Company's real property or personal property of a value over \$500; assignments; bills of sale; leases; partnership agreements.

(j) To employ accountants, legal counsel or other experts to perform services for the Corporation and to compensate them from Company funds;

(k) To vote any stock or other security;

(l) To institute legal proceedings, contest or settle legal proceedings

(m) To accept contributions of real property or tangible personal property, except equipment and supplies used in the ordinary course of the Corporation's business;

(n) To compensate or to convey any property to any Director or Officer of the Corporation;

(o) To make elections and allocations under the tax laws; or

(p) To hire or fire the Executive Director and/or Shelter Manger of the Animal Shelter operated by the Corporation.

2.16 *Nonprofit Operations-Compensation.* The Corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income or profit of the Corporation shall be distributed to its Officers or Directors. Directors and Officers, as such, shall not receive compensation for their service. The Corporation may pay compensation in a reasonable amount to its Directors or Officers for services rendered as an employee or independent contractor.

2.17 *Loans To Directors And Officers Prohibited.* No loans shall be made by the Corporation to its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of the loan until the repayment thereof.

2.18 *No Personal Property Rights.* No Director or Officer shall have any vested right, interest, or privilege of, in, or to the Corporation's assets, functions, affairs, or franchises, or any right, interest, or privilege that may be transferable or inheritable, or that will continue if his or her office ceases.

2.19 *Conflicts of Interest.* Any contract or other transaction between the corporation and any of the Directors (or any corporation or firm in which any Director is directly or indirectly financially interested) shall be valid for all purposes notwithstanding the presence of the Director at the meeting authorizing the contract or transaction, or

his or her participation in the meeting. The foregoing shall apply only if the interest of each Director is known or disclosed to the Board and it shall nevertheless authorize or ratify the contract or transaction by a majority of the Directors present, each interested Director to be counted in determining whether a quorum is present but not in computing the majority necessary to carry the vote. This paragraph shall not be construed to invalidate any contract or transaction that would be valid in the absence of this paragraph.

2.20 *Inspection of Records by Directors.* Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation, and also of subsidiary Corporations, domestic or foreign. Inspection by a Director may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts and copies, as allowed by law.

ARTICLE III OFFICERS

3.1 *Officers.* Officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board), a Secretary, a Treasurer and such other Officers as may be elected in accordance with the provisions of this Article, such officers to have the authority and perform the duties prescribed, from time to time, by the Board. No two offices may be held by the same person, except the office of Secretary/Treasurer.

3.2 *Election; Qualifications; Term and Vacancy in Office.* Officers of the Corporation shall be Directors elected by the Board. Each officer shall hold office for a term beginning on the date of election, unless the Board sets a later date for such term to begin, and ending on December 31st of the second calendar year following the calendar year in which the term began. When the term of any Officer expires or if an Officer dies, resigns, is removed, becomes physically or mentally incompetent, or otherwise ceases to serve as an Officer, the Board may elect a person to fill the vacancy. An Officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. New offices may be created and filled at any meeting of the Board.

3.3 *Subordinate Officers.* The Board may appoint other officers or agents deemed necessary or helpful in the Board's discretion. Each other officer or agent shall hold office for the period, have the authority, and perform the duties in the management of the property and affairs of the corporation, provided in these Bylaws or determined by resolution of the Board not inconsistent with these Bylaws. The Board may delegate to any officer or committee the power to appoint any subordinate officers, committees, or agents, and to specify their duties.

3.4 *Removal.* Any Officer may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

3.5 *Delegation of powers.* The Officers elected by the Board, shall have and exercise the authority of the Board delegated to such Officers in these Bylaws in the management of the business of the corporation between meetings of the Board. For any reason deemed sufficient by the Board, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any Officer to any other Officer or Director, but no Officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

3.6 *Standard of Conduct.* Officers acting with discretionary authority shall discharge the officer's duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner he or she believes to be in the best interests of the Corporation.

3.7 *President.* The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board, have general executive authority to supervise, direct and control the business and affairs of the Corporation and direct employees and Officers in their actions for the Corporation, as well as such other authority is necessary or appropriate for the operation of the business of the Corporation except as retained or otherwise delegated by the Board. The President shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have other powers and duties prescribed by the Board or these Bylaws. Within this authority and in the course of his or her duties, he or she shall:

(a) Conduct Meetings. Preside at all meetings of the Board and be *ex officio* a member of all standing committees.

(b) Execute Instruments. When authorized by the Board or required by law, execute, in the name of the corporation, deeds, conveyances, notices, leases, checks, drafts, bills of exchange, warrants, promissory notes, bonds, debentures, contracts, and other papers and instruments in writing. Unless the Board shall order otherwise by resolution, the president also shall make any contracts that the ordinary conduct of business may require, unless the signing and execution thereof is delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Corporation exclusively.

(c) Hire and Fire Employees. Appoint and remove, employ and discharge, and prescribe the duties and fix the compensation of the Executive Director and/or Shelter Manager subject to the approval of the Board.

(d) Meeting of Other Corporations. Unless otherwise directed by the board, attend in person or by substitute appointed by him or her or the Vice President and the Secretary or the Assistant Secretary, and act and vote on behalf of the Corporation at all meetings of the shareholders of any Corporation in which this Corporation holds stock.

3.8 Vice President. The Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, if the President delegates such powers to the Vice President or if communication with the President is impossible and not reasonably expected to be possible for more than 10 business days, by reason of absence from the state, incapacity, or death. The Vice President, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board.

3.9 Treasurer. The Treasurer shall:

(a) Funds--Custody and Deposit. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit them in the name of the corporation in banks, trust companies, or other depositories selected by the Board.

(b) Funds—Receipt. Receive, and give receipt for, moneys due and payable to the corporation from any source whatever.

(c) Funds—Disbursements. Disburse, or cause to be disbursed, the funds of the Corporation as directed by the Board, taking proper receipts for the disbursements.

(d) Maintain Accounts. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions including accounts of assets, liabilities, receipts, disbursements, gains, losses, and capital.

(e) Exhibit Records. Exhibit at all reasonable times the books of account and records of the corporation to any Director, or to proper persons, on terms provided by law and upon proper application, during business hours at the office where the books and records are kept.

(f) Reports to President and Directors. When and as requested, render to the President and Directors accounts of all his or her transactions as Treasurer and of the financial condition of the Corporation.

(g) Financial Reports to Board. Provide financial statements annually and monthly, prepared in accordance with appropriate accounting principles so as to represent fairly the Corporation's financial condition and the results of operations, including:

- (1) A balance sheet as of the end of each fiscal year;
- (2) Statement of income and surplus for the year ended on closing date; and
- (3) Other information, as the Directors shall determine.

(h) **Bond.** Give to the Corporation a bond, if required by the Board, in a sum, and with one or more sureties, or a surety company satisfactory to the Board, for the faithful performance of the duties of his or her office and for the restoration to the Corporation, in case of his or her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

(i) **Other Duties.** In general, perform all the duties incident to the office of Treasurer and other duties from time to time assigned by the Board.

3.10 *Absence of Treasurer.* In case of the absence or disability of the Treasurer or his or her refusal or neglect to act, the Assistant Secretary or the Secretary acting as Assistant Treasurer may perform all of the functions of the Treasurer. In the absence or inability to act, or refusal or neglect to act, of both the Treasurer and the Secretary, any person authorized by the President or Vice Presidents or by the Board may perform the functions of the Treasurer. The Assistant Treasurer, if required so to do by the Board, shall respectively give bonds for the faithful discharge of his or her duties, in the sums, and with the sureties that the Board shall require. At the request of the Treasurer, or in his or her absence or disability, the Assistant Treasurer shall perform all the duties of the Treasurer, and when so acting, shall have all the powers of, and be subject to all restrictions on, the Treasurer. He or she shall perform other duties from time to time assigned by the Board or the Treasurer.

3.11 *Secretary.* The secretary shall attend all meetings of the Board, and of the Executive Committee and act as Secretary of both bodies. The Secretary shall have the following authority and duties:

(a) **Notices.** Give all notices required by statute, Bylaw or resolution and perform any other duties as may be assigned by the President or the Board.

(b) **Sign or Attest Documents and Affix Seal.** Sign, certify, or attest documents as required by law or the business of the corporation, and keep the corporate seal, if any, and affix it to instruments when necessary or proper.

(c) **Corporate Records.** Maintain, at the Registered Office of the Corporation, records of the Corporation including:

(1) Copies of the Corporation's governing documents, including the Articles of Incorporation and these Bylaws, including all amendments, restatements or alterations, certified by the Secretary;

(2) True minutes of the proceedings of the Board and all Board Committees showing the time and place of meeting, whether regular or special, and, if special, how authorized, the notice given, the names of those present, and the actions taken and matters considered.

(3) Correct and complete books and records of account of its properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains, losses, and capital.

(4) A record of the names and addresses of its Directors and Officers; and

(5) Books, reports, statements, certificates, and all other documents and records required by law;

(d) **Notice of the Absence or Disability of the Secretary, or His or Her Refusal or Neglect to Act.** Notice may be given and served by an Assistant Secretary or by the President or Vice Presidents, if any, or by the Board.

(e) **Exhibit Records.** Exhibit at all reasonable times to any Director or Officer, or his or her agent or attorney, and any other proper persons, on terms provided by law and upon proper application, all books and records of the Corporation for any proper purpose at any reasonable time upon written request delivered to the Secretary, or in the Secretary's discretion. If the Secretary shall fail to make such records available, such request may be made to the President of the Corporation, who shall make such records available.

(f) **Other Duties.** In general, perform all duties incident to the office of Secretary, and other duties from time to time assigned by the Board.

3.12 *Absence of Secretary.* At the request of the Secretary, or in the Secretary's absence or inability to act, or refusal or neglect to act, the Assistant Secretary, the Treasurer, or any person authorized by the President or Vice Presidents, if any, or by the Board, may perform the functions of the Secretary. When so acting, such person shall have all the powers of, and be subject to all the restrictions on, the Secretary. The Assistant Secretary shall perform other duties from time to time assigned by the Board or the Secretary.

3.13 *Assistant Treasurers and Assistant Secretaries.* The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board.

ARTICLE IV COMMITTEES

4.1 *Committees with Board Authority.* The Board, by resolution adopted by a majority of the Directors in office, or as provided in these Bylaws, may designate and appoint one or more committees (referred to as "Board Committees"), each of which shall consist of two or more Directors. To the extent provided in the resolution, or in these Bylaws, Board Committees shall have and exercise the authority of the Board; provided, however, no Board Committee shall have or exercise the authority of the Board with regard to the following:

- (a) Except with regard to Emergency Bylaws, amending, altering, or repealing the Bylaws;
- (b) Electing, appointing, or removing any member of any Board Committee or any Director or Officer of the Corporation;
- (c) Amending or restating the certificate of formation;
- (d) Adopting a plan of merger or a plan of consolidation with another nonprofit corporation or other entity;
- (e) Authorizing the conversion of the Corporation into another form of entity;
- (f) Authorize the sale, lease, exchange, mortgage, pledge, or other disposition of property and assets of the corporation outside of the usual and regular course of business;
- (g) Authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor;
- (h) Adopting a plan for the distribution of the assets of the Corporation;
- (i) Amending, altering, or repealing any action or resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by the committee; or
- (j) Matters committed by governing documents or Board resolution to another Board Committee.

4.2 *Directors Remain Responsible for Committee Actions.* The designation and appointment of any Board Committee and the delegation thereto of authority shall not relieve the Board, or any individual Director, of any responsibility imposed upon him or her by law.

4.3 *Board Committees.* The following Board Committee is hereby established:

(a) Executive Committee. The Executive Committee shall be a standing Committee, composed of the Officers of the Corporation (President, Vice President(s), Secretary, and Treasurer) and such other members as may be added by Board resolution.

(1) Authority. The Executive Committee shall have and may exercise the power and authority of the Board to manage the Corporation between meetings of the Board, except as otherwise provided by these Bylaws or Board resolution.

(2) Board Responsibility. The designation of the Executive Committee and the delegation of authority shall not relieve the Board, or any director, of any responsibility imposed by law.

(3) Board Review of Committee Decisions. Actions and decisions of the Executive Committee shall be reviewed by the Board at the next regularly scheduled Board meeting and may be reversed or amended by a majority of the Board.

4.4 Functionary Committees. Functionary Committees not having and exercising the authority of the Board in the management of the Corporation may be designated by a resolution adopted by the Board to transact ministerial business of the Corporation, or to advise the Board. The Board may terminate any such Committee by resolution. Functionary Committees shall not exercise the powers of the Board. Except as otherwise provided by Board resolution, the President shall appoint the members of each such committee. Any member of such committees may be removed by the person or persons authorized to appoint such member whenever in such appointing authority's judgment the best interests of the Corporation shall be served by such removal. These committees shall be assigned specific tasks such as fundraising, yard sales, etc. The committee Chair will be responsible for timely reporting to the Board on the activities/completion of the assigned tasks of the committee.

4.5 Term of Office. Each member of a committee shall continue as such unless the committee's purpose is completed, the member resigns from the committee or the Corporation, or unless such member is removed from such committee.

4.6 Chairperson. One member of each committee shall be appointed Chairperson.

4.7 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

4.8 Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board, including determining the number of members constituting a quorum of such committee. A majority of any committee may determine its action and fix the time and place of its meetings unless the Board shall otherwise provide.

4.9 Reservation of Board Powers. The Board shall have power at any time to change the powers and members of any committees, to fill vacancies, and to dispose of any committee.

ARTICLE V

EXECUTION OF INSTRUMENTS AND DEPOSIT OF FUNDS

5.1 Authority for Execution of Instruments. The Board, by resolution, or as provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and the authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any sum of money or for any purpose.

5.2 Execution of Instruments. Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts, promissory notes, mortgages, and other evidences of indebtedness, and other corporate instruments or documents, shall be executed, signed, or endorsed by either the President or any Vice President and executed by either the Secretary or the Treasurer, or any Assistant Secretary or Assistant Treasurer, and may have the corporate seal, if any, affixed.

5.3 Bank Accounts and Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with banks, bankers, trust companies, or other depositories selected by the Board or by any officer or officers, agent or agents of the Corporation to whom the power is delegated from time to time by the Board.

5.4 Endorsement without Countersignature. Endorsements for deposit of commercial paper to the credit of the Corporation in any authorized depositories may be made without countersignature by the President or any Vice President, or the Treasurer or any Assistant Treasurer, or by any other officer or agent of the Corporation to whom the Board, by resolution, shall have delegated the power.

5.5 *Signing of Checks and Drafts.* Except as otherwise provided in these Bylaws, all checks, drafts, or other order for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed as determined from time to time by the Board. In the absence of such determination of the Board, such instruments shall be signed by the Treasurer; if signed by another Officer of the Corporation, a countersignature of the President or a Vice President is required.

5.6 *Gifts.* The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for general purposes or for any special purpose of the Corporation. The Corporation shall not accept title to any real or tangible personal property without evidence that (i) the property is not contaminated by any hazardous or toxic materials or substances; and (ii) the property is not being used and has never been used for any activities directly or indirectly involving the generation, use, treatment, storage, disposal, release, or discharge of any hazardous or toxic materials or substances.

(a) **Contributions of \$250 or More.** The Corporation will send a written acknowledgment of gift to each donor of any contribution with a value of \$250 or more on or before January 15 of the year following the calendar year in which the contribution is made.

(b) **Contributions of Tangible Property.** When property valued at \$250 or more is contributed to the Corporation, the Corporation shall issue written acknowledgment for the non-cash contribution to each donor, including:

- (1) The Date the property was received;
- (2) A Complete description of the property, including model year, serial numbers, etc. if applicable; and
- (3) The Condition of the property.

(c) **Valuation of Property.** The Corporation should not set the value of the property. If the non-cash value is \$500 to \$1,000, additional documentation is required for donors for tax deduction purposes. If the non-cash value is more than \$5,000 the donor must obtain a qualified appraisal to establish the value for tax purposes.

5.7 *Purchasing Limits.* All non-budgeted purchases made on behalf of the Corporation, whether from corporate funds (Shelter Operations, Money Market, or SNAP accounts) or from personal funds, for which reimbursement is sought, must have Board of Director approval if the purchase is in excess of \$250.00.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHERS

6.1 *Indemnification and Immunity.* The Corporation is authorized to indemnify its Officers and Directors to the full extent permitted by the Alabama Nonprofit Corporation Law, as amended from time to time.

6.2 *Immunity of Persons Not Compensated for Corporate Position.* Any person who is or was a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, without compensation for service in such capacity (an “Uncompensated Party”), shall be immune from suit and not subject to civil liability arising from the conduct of the affairs of the Corporation except when the act or omission of the Officer or Director, which gives rise to a cause of action, amounts to willful or wanton misconduct, fraud, or gross negligence.

6.3 *Indemnity of Party Not Compensated for Corporate Position.* The Corporation shall indemnify any Uncompensated Party who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was an Uncompensated Party, except in relation to matters in which it is adjudged in the action, suit, or proceeding that an act or omission of the Uncompensated Party that gave rise to the claim, action, suit, or proceeding constituted willful or wanton misconduct, fraud, or gross negligence.

(a) The termination of any claim, action, suit, or proceeding by judgment, order, or settlement, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

(b) Indemnification with respect to any criminal action or proceeding may be had only if he or she had no reasonable cause to believe his or her conduct was unlawful. With respect to any criminal action or proceeding, a plea of *nolo contendere* or the equivalent, shall create a presumption that the individual had reasonable cause to believe that his or her conduct was unlawful.

6.4 Indemnity of Party Compensated for Corporate Position. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation who was compensated for service in such capacity, or is or was serving at the request of the Corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, with compensation for such service (a “Compensated Party”) except as provided below.

(a) No indemnification shall be made in respect of any claim, issue, or matter as to which the Compensated Party shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, except to the extent that the court in which the claim, action, or suit was brought shall otherwise determine.

(b) Upon application a court may determine that, despite the adjudication of liability, in view of all the circumstances of the case, the Compensated Party is fairly and reasonably entitled to indemnity for expenses that the court shall deem proper.

6.5 Reimbursement if Successful. To the extent that a Director, Officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any claim, action, suit, or proceeding referred to in Paragraphs 6.3 and 6.4, or in defense of any claim, issue, or matter in any such proceeding, he or she shall be indemnified.

6.6 Amounts Indemnified. Indemnification shall include expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the claim, action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, notwithstanding that he or she has not been successful (on the merits or otherwise) on any other claim, issue, or matter in any such claim, action, suit, or proceeding.

6.7 Authorization. Any indemnification under Paragraphs 6.3 and 6.4 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Paragraphs 6.3 or 6.4, as applicable. The determination shall be made (a) by the Board by a majority vote of a quorum consisting of Directors who were not parties to the action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, or (c) by independent legal counsel in a written opinion.

6.8 Advanced Reimbursement. As authorized by the Board in a specific case, expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of an action, suit, or proceeding or any adjudication whether a party's alleged act or omission constituted willful or wanton misconduct, fraud, gross negligence, negligence or misconduct (as applicable) in the performance of his or her duty to the Corporation. The expenses may be paid upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent to repay the amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Bylaw.

6.9 Indemnification Not Exclusive. The indemnification provided by this Bylaw shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, rule of law, provision of Articles

of Incorporation, bylaw, agreement, vote of disinterested directors, or otherwise. Indemnification under this Bylaw shall be applicable both as to action in his or her official capacity and as to action in another capacity, while holding the office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Where the other provision provides broader rights of indemnification than these Bylaws, the other provision shall control.

6.10 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Insurance may be purchased against any liability asserted against him or her and incurred by him or her in that capacity, or arising out of his or her relationship to the Corporation, whether or not the Corporation would have the power to indemnify the individual against the liability under the provisions of this Bylaw.

ARTICLE VII MISCELLANEOUS

7.1 Books and Records. All official records of the Corporation stored at the Shelter shall be stored in locked cabinets with keys to such cabinets in possession of the Secretary, Treasurer and President.

7.2 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

7.3 Seal. The Board may, but need not, adopt, use, and thereafter alter, a corporate seal. Until changed by the Board, the corporate seal shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal of Animal Shelter of Pell City, Inc."

7.4 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Alabama Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

7.5 Invalidity. The invalidity or unenforceability of any provision of these Bylaws shall not in any way affect the remaining provisions, which shall continue in full force and effect.

ARTICLE VIII AMENDMENT OF BYLAWS

8.1 Adoption, Amendment, and Repeal of Bylaws by Directors. Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the Board at any regular meeting or at any special meeting, if written notice is given of a proposed motion to alter, amend or repeal or to adopt new Bylaws at such Board meeting.

8.2 Emergency Bylaws. The Board or the Executive Committee may adopt bylaws to be operative during any emergency in the conduct of the business of the corporation.

(a) An emergency includes any catastrophe or similar emergency condition, as a result of which a quorum of the Board or a standing committee cannot readily be convened. Emergency bylaws are subject to repeal or change by action of a majority of the Board.

(b) Emergency bylaws may make all provisions that are practical and necessary under the emergency circumstances, including the following:

- (1) Procedures for calling a meeting of the Board or Executive Committee;
- (2) Quorum requirements for Board or Executive committee meetings; and
- (3) Designation of additional or substitute Directors or Officers.

(c) In anticipation of or during an emergency, the Board may modify lines of succession to accommodate the incapacity of any Director, Officer, employee, or agent. The Board also may relocate the principal office, designate alternative principal offices, or regional offices, or authorize the Officers to do so. Unless otherwise provided in emergency bylaws, notice of any meeting of the Board during any emergency may be given only to such of the Directors as it may be feasible to reach at the time and by such means as may be feasible at the time, including notice by publication or radio. Corporate action taken in good faith under the emergency powers statutory section to further the ordinary business affairs of the corporation binds the corporation and may not be used to impose liability on a Director, Officer, employee, or agent.

ARTICLE IX

VOLUNTARY DISSOLUTION

The Corporation may dissolve and wind up its affairs as follows:

9.1 *Board Resolution.* The dissolution of the Corporation shall be authorized at a meeting of the Board upon the adoption of a resolution to dissolve by the vote of a majority of the Directors in office.

9.2 *Statement of Intent to Dissolve.* Upon the adoption of the resolution by the Board, a statement of intent to dissolve shall be executed for the Corporation by the President or a Vice President, and by the Secretary or an Assistant Secretary, verified by one of the Officers and delivered to and filed with the Judge of Probate of St. Clair County, Alabama.

9.3 *Filing of Statement; Winding Up.* Upon filing of a statement of intent to dissolve, the Corporation shall cease to conduct its affairs except insofar as may be necessary for the winding up thereof, and shall proceed to collect its assets and apply and distribute them as provided in these Bylaws. After dissolution the Directors and Officers shall have power to take the corporate or other action as shall be appropriate to protect any remedy, right, or claim of the Corporation.

9.4 *Distribution of assets upon Dissolution.* The assets of the Corporation in the process of dissolution shall be applied and distributed as follows:

(a) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision shall be made therefor;

(b) Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with the requirements;

(c) Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the Corporation, pursuant to a plan of distribution adopted by the Board;

9.5 *Plan of Distribution of Assets.* At a meeting of the Board, a majority of the Directors in office shall adopt a plan for the distribution of assets and authorizing the transfer or conveyance of the Corporation's assets, consistent with the law and the Corporation's Governing Documents.

ADOPTION OF BYLAWS.

The Directors, by unanimous vote, adopted these Bylaws on November 28, 2012, to be effective upon the adoption of Amended and Restated Articles of Incorporation of the Corporation by the Members in a Meeting on December 17, 2012 and the filing thereof as required by Law.

Director

Director

Director

Director

Director

Director

Director

Director

Prepared by:

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