

BY-LAWS  
FRIEND OF ANIMAL ADOPTIONS, INC.

ARTICLE I

This corporation is organized exclusively for and will be operated exclusively for the following purposes: to prevent cruelty to dogs, cats, and other animals; to provide temporary shelter for lost, abandoned, and homeless dogs, cats, and other animals; to provide emergency care and medical treatment for dogs, cats, and other animals; to place dogs, cats, and other animals with friends for adoption; to support education, science and charity which promotes the health, safety, and welfare of dogs, cats, and other animals; and to disseminate to the public non-partisan studies which create a greater awareness and love of dogs, cats, and other animals.

It shall be binding on Directors and members of FRIENDS OF ANIMAL ADOPTIONS, INC. that no dog, cat, or other animal shall be destroyed except when determined by a veterinarian that it is hopelessly ill, injured, or beyond medical treatment. This public policy can be amended only by a two-thirds majority of all members in good standing entitled to vote.

ARTICLE II

The registered office of this corporation will be located at 2600 Industrial Court, Hastings, MN 55033 or such address as the Board of Directors shall designate. FRIENDS OF ANIMAL ADOPTIONS, INC. shall use the logo ANIMAL ARK on its corporate correspondence and in its business operations.

ARTICLE III

The corporation has one class of voting membership with the following annual Dues:

|        |                      |      |         |
|--------|----------------------|------|---------|
| Member | Any person or entity | Dues | \$20.00 |
|--------|----------------------|------|---------|

Section 1. Dues are payable upon application for membership and annually on the 1st of July. Any member with delinquent dues shall be considered a member not in good standing and shall forfeit the right to vote. From time to time the Board of Directors may change the requirements and dues for the classes of membership.

Section 2. The Board of Directors shall elect persons to membership. No applicant shall be rejected without reasonable cause and notice thereof.

Section 3. The Board of Directors may expel persons from membership for delinquent dues or any good cause upon the giving of due notice.

Section 4. Any person refused membership or expelled may appeal at the next Annual meeting of the members of the corporation by mailing a letter of such appeal to the Secretary not less than 30 days before said meeting. The membership by majority vote may overrule any rejection or expulsion by the Board of Directors. Such vote shall be final and binding.

Section 5. No student under age 12 shall be entitled to vote.

Section 6. No person shall be elected to the Board of Directors (a) if the person has a family member on the Board of Directors, and (b) until he/she has been a member in good standing for more than six months. For purposes of these Bylaws, a family member means a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister.

Section 7. Dues shall be prorated for persons joining in months other than July.

#### ARTICLE IV

Section 1. An annual meeting of the members of the corporation for the purpose of electing Directors to the Board and for the transaction of all pertinent business shall be held at the ANIMAL ARK during the month of October or at such time and place as specified by the Board of Directors. The secretary shall notify each member 4 (four) weeks in advance of such meeting by mail.

Section 2. Special meetings of the members of the corporation may be called by the President, by four Directors, or by 50 members (or 10% of the membership, whichever number is smaller). The purpose of the Special Meeting shall be in writing and filed with the Secretary at least 30 days before the proposed meeting.

Section 3. At any Annual or Special Meeting of the members of the corporation, those members in good standing shall be permitted to transact business and to vote. Voting by proxy shall not be permitted.

Section 4. At the July Quarterly meeting of the Board of Directors, the President shall appoint, with the consent of the Board, a Nominating committee of three members. Said Committee shall nominate candidate to fill vacancies on the Board of Directors and inform the Secretary at least 30 days before the next Annual meeting of such auction.

Section 5. A group of 25 members in good standing (or 5% of the membership, whichever number is smaller) may nominate one or more candidates for the Board of Directors by written petition filed with the Secretary at least 30 days before the next annual meeting.

Section 6. Nominations for the Board of Directors may be made from the floor during the Annual meeting only by a member in good standing.

#### ARTICLE V

Section 1. The Board of Directors shall, at a minimum, hold Quarterly meetings during the months of January, April, July, and October at a time and place specified by the President. The Board may meet more often than quarterly at its discretion.

Section 2. Special meetings of the Board of Directors may be called by the President or by four Directors. The purpose of the Special Meeting shall be in writing and filed with the Secretary at least 30 days before the proposed meeting. The Secretary shall notify each Director in advance of the purpose of the proposed meeting by mail or by telephone. No vote shall be taken on any matter not set forth in said notice. No notice shall be required for any Special Meeting at which all the Directors are present.

Section 3. Any Special meeting may be held without notice provided every Director shall waive in writing the required notice.

Section 4. Four members of the Board of Directors shall constitute a quorum.

Section 5. If any member of the Board of Directors shall be absent for two consecutive Quarterly meetings, without being excused in advance by the President, he/she shall be deemed to have resigned from office.

Section 6. Decisions of the Board of Directors shall be by a vote of four or more members.

Section 7. The Board of Directors may appoint an Executive Manager to carry on the general management of the FRIENDS OF ANIMAL ADOPTIONS, INC. Job descriptions, duties, budget, delegated powers and salaries of the Executive Manager and his/her staff shall be by the resolution and entered in the minutes of the Board by the Secretary.

## ARTICLE VI

Section 1. In addition to the right to vote at Annual and Special meetings of the corporation, members shall be entitled to vote in referendum.

Section 2. A referendum may be initiated by: (a) a motion adopted at any Special or Annual meeting of the corporation; (b) a motion adopted by the Board of Directors; (c) a petition signed by ten percent of the members (or 50 members, whichever number is smaller). Said motion or petition shall be reduced to writing and filed with the Secretary.

Section 3. When a referendum has been initiated, and the Secretary of the corporation shall submit the question to all members within 4 (four) weeks, specifying the address to which the ballots shall be returned. A majority vote of those ballots returned within 30 days from the date of mailing shall decide the issue.

Section 4. A referendum shall not impair the powers of the Board of Directors as set forth in Article VII herein below.

## ARTICLE VII

Section 1. The concerns, directions, policy, and management of the affairs of the corporation shall be vested in a Board of Directors. The Board may exercise all authority and powers that are permitted to this corporation by its Articles of Incorporation and the laws of the State of Minnesota.

Section 2. The members of the Board of Directors shall be drawn from the general membership and shall be elected at the Annual meeting of the members of the corporation. They shall each serve for a term of two years or until their successors are elected.

Section 3. In case any Director shall by death, resignation, incapacity, or otherwise cease to be a Director during his/her term, the Board of Directors may appoint a successor to serve out the balance of such term.

Section 4. An Organization meeting of the Board of Directors shall be held shortly after each Annual meeting of the corporation.

## ARTICLE VIII

Section 1. At each Organization meeting of the Board of Directors or at an adjournment thereof, the Board of Directors shall elect a President, a Vice President, a Secretary, and a Treasurer. All officers shall hold office at the pleasure of the Board of Directors but in no case beyond the time when their respective successors shall be elected.

Section 2. Whenever a vacancy shall occur in any office by death, resignation, incapacity, or otherwise, the vacancy shall be filled by the Board of Directors.

Section 3. The President shall preside over all meetings of the members of the corporation and of the board; shall be, ex officio, a voting member of all committees of the Board; shall deliver to the Annual meeting of the members of the corporation a comprehensive report of the program and policies followed in the preceding year; and shall sign all documents on behalf of the corporation.

Section 4. The Vice President shall fill all functions of the President when the latter is incapacitated, is unavailable, or for any reason cannot serve.

Section 5. The Secretary shall take and preserve minutes of all meetings of member of the corporation and of the Board, shall notify members and Directors four weeks in advance of all meetings, and perform other duties assigned by the Board. The Secretary shall make minutes of all membership and Board meetings available, upon written request, to any member.

Section 6. The Treasurer shall report financial statements to the Board of Directors at its Quarterly meetings, to the general membership at the Annual meeting of the corporation, and at other meetings when requested by the President. The Treasurer shall sign documents on behalf of the corporation which requires a second signature, sign for all major corporation purchases, prepare information returns, solicit memorial gifts and audit the work of the person designated by the Executive Manager to account for the monies of and to maintain the operational records of the corporation. The Treasurer shall furnish such bond of sureties as is ordinary and customary for like officers of business corporations unless he/she is excused there from by resolution of the Board duly entered in the minutes by the Secretary. The Board of Directors may engage a CPA to assist the Treasurer in auditing the accounts, monies, and records of the person designed by the Executive Manager.

Section 7. The Executive Manager shall be (if such person is appointed by the Board) the principal executive of the corporation and shall be responsible only to the Board of Directors. No family member of any person on the Board of Directors may serve as the Executive Manager. The Executive Manager shall prudently conduct the ordinary management activities and business of the corporation in accordance with sound business principles and the policies prescribed by the Board of Directors. His/her salary shall be determined by the Board. He/she may hire other staff employees and shall determine their responsibilities and, within the limits of a budget approved by the Board, the compensation of all such employees. He/she, and not the board, shall have full authority over all paid employees with sole power to terminate the employment of such person at his/her direction. He/she shall, a reasonable time before each Quarterly meeting of the board shall approve or amend and adopt a budget for the ensuing quarter and the Executive Manager shall operate within said adopted budget. The Executive Manager shall deliver to the Annual meeting of the members a comprehensive report of the work done in the preceding year and a suggested outline of plans for the ensuing year. He/she shall assist all officers of the corporation, as they may require, in the execution of their duties.

## ARTICLE IX

Section 1. All meetings shall be conducted pursuant to Roberts Rules of Order as set forth in the last published revision thereof.

Section 2. The fiscal and tax year of the corporation shall begin on January 1<sup>st</sup> of each year.

## ARTICLE X

These By-laws may be amended by the members at any Annual or Special meeting, provided that a proposal to amend shall be submitted to the Secretary by the Board of Directors or by ten percent of the members (or 50 members, whichever number is smaller). The amendment shall be adopted or authorized if two-thirds of the members voting upon the proposed amendment vote in favor thereof .

We, the undersigned Directors of Friends of Animal Adoptions, Inc. hereby adopt these revised bylaws effective September 19, 2018, subject to the approval and ratification of its members at the 2018 Annual Meeting.

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