

BY-LAWS

THE CHEROKEE HUMANE SOCIETY, INC.

ARTICLE I

PURPOSES AND MISSION

SECTION 1. PURPOSES AND MISSION

The purposes and mission of The Cherokee Humane Society, Inc., (hereinafter referred to as the Society) are the prevention of cruelty to animals, the relief of suffering among animals, and the development and extension of humane education.

SECTION 2. POLICY

It is the policy of The Cherokee Humane Society, Inc. to provide humane care and treatment for animals needing protection in the area served by the Society; to seek to return lost animals to their owners; to seek suitable homes for animals without owners in accordance with established adoption policies; to seek to address the pet over population crisis through mandatory spaying/neutering.

ARTICLE II

HEADQUARTERS AND BRANCHES

The principle registered office and headquarters of The Cherokee Humane Society, Inc. will be located in Cherokee County, Alabama and is presently located at 5015 Alabama Highway 9, Cedar Bluff, Alabama 35959. The mailing address is presently Post Office Box 99, Centre, Alabama 35960. The Society may establish and maintain branches and offices elsewhere in Cherokee County. The registered agent at such address is Ethel Sprouse.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. NUMBER OF DIRECTORS

The Society shall be governed by a Board of Directors consisting of no fewer than three (3)

nor more than fifteen (15) members. The exact number of Directors shall be fixed from time to time by resolution adopted by the Board of Directors and amendment of these by-laws. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

SECTION 2. QUALIFICATIONS FOR DIRECTORS

The Directors of the Board must be active, dues-paying members of the Society entitled to vote. A Director must be at least 21 years of age. No employee of the Society may be a Director. No Director shall own or acquire any personal interest in any property, contract or proposed contract that would conflict with the performance of duties as a Director.

Conflicts of interest relate to financial or economic interest and would include any matter in which a Director may receive, directly or indirectly, an economic gain as a result of action by the Society.

No Director shall vote on any matter under consideration by the Board of Directors or Committee thereof, in which the Director has a conflict of interest. The minutes of such Meeting shall reflect that a disclosure thereof was made and that the Director having the conflict of interest abstained from discussion and voting. Any Director may request the Board of Directors to determine whether he/she has a conflict of interest in any matter. The Board of Directors shall resolve the question by majority vote. The decision of the Board of Directors shall be determinative for all purposes.

The failure to comply with the provisions of this Article and Section shall not affect the validity or enforceability of any transactions entered into by the Society.

SECTION 3. ELECTION OF DIRECTORS

The membership of the Board of Directors shall be elected as specified in this Article by a majority of the votes cast by ballot or voice vote of the Board of Directors at the Annual General Membership meeting, or in the case of irregular vacancies, the members of the Board of Directors will elect replacements in a like manner at any properly arranged Meeting of the Board of Directors. Nominations for Directors must be given to the Board of Directors in writing by the Nominating Committee one month prior to the Meeting of Election (refers to any Meeting when an Officer or member of the Board is elected or re-elected). No nominations from the floor will be accepted. Newly elected Directors shall take office at the first Meeting following the Meeting of the Directors' election.

SECTION 4. SCOPE OF CONTROL

The business and affairs of the Society shall be managed and controlled by its Board of Directors. The Board shall have the power to make such regulations and to take such action, not inconsistent with the Articles of Incorporation and Bylaws, as shall be necessary to carry out the purpose of the Society,

- (a) shall appoint and have the power to remove all Officers and employees and prescribe their duties, not inconsistent with the provisions of these Bylaws;
- (b) shall have the power to fill the irregular vacancies among the Officers and other members of the Board for the unfinished portions of the terms, provided the name(s) of the proposed candidate(s) was/were submitted by the Nominating Committee at the previous Board Meeting;
- (c) shall have full discretion in the election and termination of the General Membership and membership of all Committees in the Society except as otherwise provided herein;
- (d) shall have the power to remove any Director for reasonable cause;
- (e) shall control and manage the funds, buildings and property of the Society;
- (f) shall make or authorize all budgets, contracts for purchase, improvements or repairs;
- (g) shall prescribe rules for the use of the buildings and property of the Society;
- (h) shall establish such standing Committees as it may consider necessary;
- (i) shall establish the size and define the duties of such Committees;
- (j) shall establish guidelines for policies and procedures regarding the operation and management of the programs sponsored by the Society;
- (k) shall appoint and may remove the Executive Director and officers of the Society.

SECTION 5. DUTIES OF DIRECTORS

The Board will keep a record of its proceedings and a report (Minutes of the Meeting) shall be read at the following Board Meeting. The members of the Board shall report at each Board Meeting or General Membership Meeting on any matters that, in his or her judgment, require the action of the Board of Directors as a whole.

Additional duties of the Directors of the Board will be as follows:

Each Director shall serve on at least one Committee each year during their term on the Board.

Each Director will attend all Board meetings, except as otherwise provided for in these Bylaws in Sections 8 and 13 of this Article.

Each Director will be aware of issues, operations and needs of the Society in order to help implement programs for the well being of the animals and policies of the Society.

SECTION 6. TERM OF SERVICE

The members of the Board of Directors shall serve terms of three years each, except that at the first election following the original adoption of these bylaws one-third (First Class) of the members of the Board of Directors shall be elected to serve for one year, one-third (Second Class) for two years, and one-third (Third Class) for three years. Thereafter, one-third, or one Class, of the Board of Directors shall be replaced annually as a consequence of expiration of terms, and each new Class will have a term of three years. A Director remains in office until a successor is duly qualified and elected. The present members of the Board of Directors shall continue to serve until the election of Directors at the annual membership meeting to be held in the year 2010, subject only to resignations, vacancies and election of replacements or appointment or election of additional Directors by enlargement of the existing number of Directors.

SECTION 7. COMPENSATION

The members of the Board of Directors shall serve without compensation. Board members can be reimbursed for expenses incurred in their service to the Society, with the approval of the Board of Directors.

SECTION 8. REGULAR MEETINGS

Regular Meetings of the Board of Directors shall be held at such times and such places as shall be fixed by the Board, provided that the Board of Directors shall meet at least every other month for the transaction of business. Attendance at Board Meetings is expected of the Directors. The Cherokee Humane Society, Inc., shall hold a minimum of one Annual General Membership Meeting at such time and place as may be designated by the Board of Directors for the purpose of electing members of the Board of Directors and conducting such business as may be required. The Annual General Membership Meeting shall be held within ninety (90) days of the end of the Fiscal Year (December 31). The Board will keep a record of its proceedings and a report (Minutes of the Meeting) shall be read at the following Board Meeting.

SECTION 9. SPECIAL MEETINGS

The Special Meeting may be called by the Secretary at the direction of the President or after

first notifying the President of the receipt of a written request for a meeting signed by at least three (3) Directors. The request must state the purpose for the Special Meeting, and the Secretary must inform the Directors of the purpose. No business other than that set forth in the request shall be conducted at the Special Meeting. The Special Meeting shall be called not less than two days and not more than 10 days after the date of such request. At least 24 hours notice shall be given of any Special Board Meeting to Directors.

SECTION 10. MEETING NOTIFICATION

Notices of all Board of Director Meetings shall be given to all Directors at least 48 hours before such Meeting (with the exception of Meetings involving the removal of Officers or Directors of the Board which require seven (7) days notice). The notice shall state the purpose for the Meeting. Notice may be by telephone, by fax, by e-mail, or by written notice delivered personally or via the U. S. mail. Non-receipt of any such notice shall not invalidate any business done at any Meeting at which a quorum is present. The presence of any Director at any Meeting shall be the equivalent of the waiver of such requirement of giving of notice of said Meeting to such Director. Any Director, whether attending a Meeting or not, may prior to, at the Meeting, or subsequent thereto, waive notice of the Meeting. Notice of the annual General Membership Meeting shall be posted at the headquarters or business office of the Society and sent to each member by fax, e-mail or by written notice delivered via first class U. S. mail at least seven (7) days prior to such meeting. The post date for notices sent by mail shall be deemed the first day of the seven (7) days required for such notice.

SECTION 11. QUORUM

A majority of the Directors then in office shall constitute a quorum. The power of the Board of Directors may be exercised by vote of a majority of a quorum for the transaction of business. If less than a quorum shall be present at any Meeting of the Board of Directors, the majority of the Directors present shall have the power to adjourn the Meeting from time to time, without notice other than announcement at the Meeting, until a quorum shall be present. At such adjourned Meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the Meeting as originally noticed. The Directors present at a duly organized Meeting of the Board at which a quorum shall be present may continue to transact business until adjournment or until enough Directors withdraw leaving less than a quorum.

SECTION 12. RULES OF ORDER

All Meetings of The Cherokee Humane Society, Inc., the Board of Directors, and its Committees shall be conducted in accordance with Robert's Rules of Order, Revised. The rules contained in the current edition of Robert's Rules of Order shall govern the Meeting in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt. Voting shall be by voice, or at the request of any Director, by a show of hands or by ballot. Directors must be present to vote; no Director may vote by proxy.

SECTION 13. IRREGULAR VACANCY OF BOARD POSITION

Irregular vacancies in the membership of the Board of Directors, which are vacancies other than those created by the regular expiration of term of office, may be filled as specified in this same Article III, Section 3, at any properly arranged Meeting of the Board. A member duly elected as provided herein shall fill the specified vacancy and serve the remainder of the term of the membership vacated. Any member wishing to resign membership from the Board or request a leave of absence shall give written notice of intention to do so to the Board of Directors. A resignation does not have to be accepted to be effective and shall be effective at the time specified in the notice. Any vacancy on the Board shall be filled for the unfinished term by a person elected by a majority of the remaining Directors provided the name of the proposed candidate was submitted by the Nominating Committee to the Board at the previous Board Meeting.

SECTION 14. REMOVING A BOARD MEMBER

A member may be removed from a seat on the Board upon cause shown and with the approval of a 2/3 majority of a quorum of Directors. This action may only be taken at any Meeting of the Board of Directors with notice given by the Secretary to the Director in question of the intent of the Board at least seven (7) days in advance of the Meeting. If any member of the Board of Directors is absent from two (2) consecutive regular Meetings of the Board without being excused, this member may be deemed by the Board to have resigned as a Director. The Board member in question may also be excused from the absences by presenting an excuse for the absences satisfactory to the majority of the Board of Directors present when the matter is before the Board. A vacancy so caused shall be filled as herein provided for the filling of irregular vacancies in the Board of Directors (Section 13 of this same Article).

SECTION 15. LIABILITY

The Society shall indemnify each Director, Officer, employee and volunteer of the Society to the fullest extent permissible under the laws of the State of Alabama, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this section. The Society shall have the right, but shall not be obligated, to indemnify any agent of the Society not otherwise covered by this section to the fullest extent permissible under the laws of the State of Alabama.

SECTION 16. BOARD OF ADVISORS

The Board of Directors may at any time appoint any person to serve on the Board of Advisors. Members may be called upon for guidance by the President, Directors or Committees. They may be invited to attend Board meetings and may participate in discussions, but may not vote. The purpose behind a Board of Advisors is to gather citizens of stature in our community or people of useful expertise to our Society that are willing to counsel our Directors but don't wish to bear responsibility for decision making or working within the Society.

ARTICLE IV

OFFICERS

SECTION 1. OFFICER POSITIONS

The Officers of The Cherokee Humane Society, Inc., shall be the President, Vice-President, Secretary and Treasurer. The Board of Directors may choose additional Officers as the business of the Society may require.

SECTION 2. WHO CAN SERVE

All Officers shall be elected from the membership of the Board of Directors. In the event an individual is elected an Officer and the resulting term of Office extends beyond when the term as a Director would otherwise have expired, then his or her term as a Director shall continue until the individual no longer holds the Office. One person may hold more than one Office, but no more than two.

SECTION 3. ELECTION OF OFFICERS

The Officers of the Board of Directors – President, Vice President, Secretary, Treasurer – shall be elected as specified in this Article by a majority of the votes cast by ballot or voice

vote of the Board of Directors at the Annual General Membership Meeting, or in the case of irregular vacancies, the members of the Board of Directors will elect replacements in a like manner at any properly arranged Meeting of the Board of Directors. Nominations for Officers must be given to the Board of Directors in writing by the Nominating Committee one month prior to the Meeting of Election. No nominations from the floor will be accepted. Newly elected Officers shall take office at the first Board Meeting following the Meeting of the Officers' election.

SECTION 4. DUTIES AND POWER

The President – shall preside over meetings of the Society and the Board of Directors; shall serve as Chairperson of the Executive Committee and shall appoint the Chairpersons of all other Committees; shall serve as an ex-officio member, with vote, of all Committees except the Nominating Committee; shall ensure order and compliance with the Bylaws; shall have the authority, pursuant to the Board of Directors and in conjunction with the Treasurer, to sign such papers as may be required in the sale or purchase of assets or properties belonging to the Society or in connection with the settlement of estates, trusts or other legal matters in which the Society has an interest; and shall deliver at the Annual General Membership Meeting a comprehensive report of the programs and policies followed by the Board of Directors during the preceding year. The President shall be the Chief Executive Officer of the Society. The President, Vice President, or their designee(s), shall be the only people authorized to speak for or release information on behalf of the Society to representatives of the press or other news media.

The Vice President – shall, in the absence or disability or at the direction of the President, perform the duties of the President and act in the President's stead; shall serve as Chairperson of the Nominating Committee; and shall serve as a member of the Executive Committee. In the event of permanent disability or resignation of the President, he or she shall automatically become the President until the next Annual General Membership Meeting of the Society. In such event, the serving of a partial term shall in no way inhibit his or her nomination as President for a subsequent term (or terms) by the Board of Directors. The position of Vice President will then be filled by election from the Board of Directors.

The Secretary – shall give due notice of the time and place of all Meetings of the Society, the Board of Directors, and the Executive Committee, and provide the reason for any Special Meeting; shall preserve the records of the proceedings of these Meetings; shall have custody of the Corporate Seal, Bylaws, pertinent records and the archives of the Society, except as they may be expressly placed in charge of others by order of the Board; shall notify the

Officers and all Committee members of their election or appointment; shall receive and report all correspondence to the Board or Executive Committee and shall answer all correspondence unless otherwise directed by the Board; shall serve as a member of the Executive Committee and Nominating Committee; and shall perform such other duties as are usually expected of such an Officer or as may be assigned by the President. The Secretary shall be the Secretary of The Cherokee Humane Society, Inc. If the Secretary plans to be absent from any meeting that requires record keeping, the Secretary will arrange for a substitute to gather the required records.

The Treasurer – shall have charge and custody of all Society funds, securities and financial records and shall keep full and accurate accounts of all receipts and disbursements of such; shall receive and deposit in the name of the Society in one or more of the banks or incorporated trust companies designated as depositories by the Board of Directors, all monies and security; shall report at each regular Meeting of the Board and at the Annual General Membership Meeting of the Society the balance of money on hand and any existing appropriations that may affect the balance; shall have the authority to sign such papers as may be required in the sale or purchase of assets or properties belonging to the Society or in connection with the settlement of estates, trusts or other legal matters in which the Society has an interest; shall disburse the refunds as ordered by the Executive Committee or the Board of Directors; shall submit to the Board at the Annual General Membership Meeting of the Society an annual report, audited by an Independent accountant if requested by the Board, of the income and expenditures of the Society for the preceding year, and of liabilities and assets; shall serve as a member of the Executive Committee and the Chairperson of any Finance Committee; and shall perform such duties as may be requested by the Board of Directors or as are expected of such an Officer. The Treasurer shall be the Chief Financial Officer of the Society. Unless waived by the Board, the Treasurer shall be bonded by a recognized bonding company to the maximum amount on deposit in all accounts. The Society will pay the bonding fee. All accounts and books of the Society shall be open to inspection by any member of the Board of Directors.

SECTION 5. TERM OF SERVICE

An Officer shall serve for two (2) years with a limit of two (2) consecutive terms in any one (1) Office which must be followed by one year of absence before being eligible to serve again. An Officer remains in office until a successor is duly elected and qualified. An Officer must be a current member of the Board of Directors in order to be re-elected as an Officer.

SECTION 6. COMPENSATION

The Officers shall serve without compensation. Officers can be reimbursed for expenses incurred in their service to the Society, with the approval of the Board of Directors.

SECTION 7. IRREGULAR VACANCY OF OFFICER POSITION

Irregular vacancies in the Officers of the Board of Directors, which are vacancies other than those created by the regular expiration of term of office, may be filled as specified in this same Article IV, Section 3, at any properly arranged Meeting of the Board. An Officer duly elected as provided herein shall fill the specified vacancy and serve the remainder of the term of the Officer position vacated. Any Officer wishing to resign or request a leave of absence shall give written notice of intention to do so to the Board of Directors. A resignation does not have to be accepted to be effective and shall effective at the time specified in the notice. Any vacancy in any Office shall be filled for the unfinished term by a person elected by a majority of a quorum of Directors, provided the name of the proposed candidate was submitted by the Nominating Committee to the Board at the previous Board Meeting.

SECTION 8. REMOVING AN OFFICER

An Officer may be removed from Office upon cause shown and with the approval of a 2/3 majority of a quorum of Directors. This action may only be taken at any Meeting of the Board of Directors with notice given by the Secretary to the Officer in question of the intent of the Board at least seven (7) days in advance of the Meeting. If any Officer of the Board of Directors is absent from two (2) consecutive regular Meetings of the Board without being excused as stipulated in Article III, Section 8, this Officer may be deemed to have resigned as an Officer. In addition, this Officer in question may also be excused from the absences by presenting an excuse for the absences satisfactory to the majority of the Board of Directors present when the matter is before the Board. A vacancy so caused shall be filled as herein provided for the filling of vacancies in the Officer positions (Section 7 of this same Article).

ARTICLE V

COMMITTEES

SECTION 1. COMMITTEE DETERMINATIONS

The Board of Directors shall determine the number and titles of Committees and define their duties to the Society. The Board of Directors shall appoint Committees deemed necessary

to carry out duties delegated to them by the Board of Directors. The President shall appoint all Committee Chairpersons, who must be current members of the Board of Directors, and the Chairpersons shall select their respective Committee members. Additionally, the Board shall have the power to appoint Committee members to serve in special capacities. No Committee shall have the authority to act on behalf of the Society unless specifically authorized to do so by resolution of the Board or by this Article V (such as Section 2a) of the Bylaws. Committee membership may be comprised of members of the Board of Directors and people from the General Membership of the Society. The designation of such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

SECTION 2. STANDING COMMITTEES

Standing Committee Chairpersons – the Chairperson of each Committee shall be appointed by the President and must be a current member of the Board. The Chairperson of each Committee shall appoint its members except for the Nominating Committee, whose members shall be approved by the Board. The Board of Directors shall have the power to appoint such other Standing Committees as are necessary to carry out the purposes of the Society. All Committees, standing or special, shall be fully responsible to the Board, and the Board may remove members or dissolve Committees as it sees fit for the best interests of the Society. Any member of a Committee may resign at any time by giving written notice to the Board.

Each Standing Committee Chairperson shall:

- Direct operation of his/her Committee, which shall meet as necessary.
- Have a written or verbal report, as necessary, of his/her Committee's activity for each regular Board Meeting to be presented in person or by a duly designated representative.

The President will be advised on each Standing Committee Meeting at least one (1) week in advance. There shall be the following Standing Committees whose members shall hold office for two (2) years:

SECTION 2a. EXECUTIVE COMMITTEE

Executive Committee – Composed of all the elected Officers of the Society, and all chairpersons of the other Standing Committees. The President of the Society shall serve as Chairperson of the Executive Committee. The Executive Committee shall meet at least twice per year. Meetings will be set by the President, and Board Meetings will be considered the same as meetings of the Executive Committee. The Executive Committee shall have and

may exercise all of the powers of the Board of Directors when the Board is not in session, except such powers, if any, as the Board may specifically reserve to itself, or as may be specifically assigned to any other committees or any Officer of the Society. The Executive Committee shall adopt such rules and regulations as it may deem prudent for its management. The Executive Committee shall have control of and be responsible for the management of the affairs and property of the Society. It shall have no power, however, to approve or terminate memberships or to fill vacancies on the Board of Directors or in Officers, nor can it overturn any policy of the Board. No decisions made by the Executive Committee may result in expenditures or commitment for expenditures in excess of \$500.00, without first receiving Board approval. All actions taken by this Committee shall be reported to the Board at the next Board Meeting, which, if approved, shall become actions of the Board.

SECTION 2b. NOMINATING COMMITTEE

Nominating Committee – This Committee shall:

- Have members serve for two (2) years from the time of their approval by the Board of Directors and consist of five (5) active, dues-paying members of the Society.
- Select and propose qualified nominees to be Officers of the Society.
- Select and propose qualified nominees to serve on the Board of Directors.
- Present qualified nominations for open Board of Directors and Officer positions at the regular Board Meeting one month prior to the Annual General Membership Meeting.
- Present a slate of Officers and Directors for election or re-election at the Annual General Membership Meeting of the Society, in accordance with Articles III and IV.
- Select and propose qualified nominees during the year to fill irregular vacancies on the Board or in the Officer positions in accordance with Article III, Section 13 and Article IV, Section 7.
- Be responsible for orientation of newly elected Directors and Officers and for periodically advising the Directors and Officers of their responsibilities.
- Have the current Vice President of the Society serving as Chairperson of this Committee. Committee membership will include the current Secretary of the Society and the immediate Past-President.

ARTICLE VI

ADMINISTRATION AND FINANCIAL

SECTION 1. FINANCIAL REGULATIONS

All checks, dividend warrants, and other orders for the payment of money; drafts, notes,

bonds, acceptances; all contracts, deeds, leases, mortgages, understandings to do or perform public or private work; all bids, tenders, or proposals to enter into any contract, agreements, or understandings with respect thereto; all bid or contract bonds accompanying and guaranteeing the same or any of them; all papers that may be required in the sale of securities or other assets belonging to the Society or in connection with the settlement of estates and trusts in which the Society has an interest; and all other instruments, except as may otherwise be provided in these Bylaws, shall be signed by such person or persons as shall be provided by general or special resolution of the Board of Directors and in the absence of any such general or specific resolution applicable to any instrument, then such instrument shall be signed by the President.

No loans shall be made by the Society to any of 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 Society for the amount of such loan until the repayment thereof.

SECTION 2. FUND DISBURSEMENTS

The following Financial Regulations will be followed at all times:

- All appropriations of \$500.00 or more, except regular operating expenses, shall require prior approval by the Board.
- All expenses shall be paid by check withdrawn against funds of the Society and signed by the Treasurer and one other Officer.

SECTION 3. CONFLICTING INTEREST TRANSACTIONS

“Conflicting interest transaction” means: A contract, transaction, or other financial relationship between the Society and a Director of the Society, or between the Society and a party related to a Director, or between the Society and an entity in which a Director of the Society is a director or officer or has a financial interest.

No conflicting interest transaction shall be void or void-able or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by or in the right of the Society, solely because the conflicting interest transaction involves a Director of the Society or a party related to a Director or an entity in which a Director of the Society is a director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Society’s Board of Directors or of the Committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director’s vote is counted for such purpose if:

- 1) The material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the Committee, and the Board of Directors or Committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or
- 2) The conflicting interest transaction is fair as to the Society.

Common or Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee that authorizes, approves, or ratifies the conflicting interest transaction.

For purposes of this section, "a party related to a Director" shall mean a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a director, officer, or has a financial interest.

SECTION 4. FINANCIAL RECORD KEEPING

The Society shall keep correct and complete books and records of accounts and shall also keep Minutes of the proceedings of its Board of Directors and of Committees having any of the authority of the Board of Directors. Any Director, or his or her agent or attorney may inspect all books and records of the Corporation, for any proper purpose at any reasonable time.

Any Officer or Director may use the Corporate Seal for the authentication of contracts or other papers requiring the Seal.

ARTICLE VII

REMAINING TAX EXEMPT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign

on behalf of or in opposition to any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Under the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

AMENDING THE BYLAWS

These Bylaws may be repealed or amended by the Board of Directors at any properly called Board Meeting. In all cases proposed amendments shall be submitted to and approved by the Board of Directors. Written amendments shall be provided to all Board Members at least ten (10) days in advance of the Board Meeting at which the amendments are to be considered. The Bylaws shall be amended by a 2/3 majority vote of a quorum of the Board of Directors, assuming a quorum is present. Any amendment that pertains to granting voting rights to the General Membership of the Society or to relinquishing control of the Society from the Board of Directors requires a 2/3 majority vote of the entire Board of Directors to be effective.

ARTICLE IX

ARTICLES OF INCORPORATION

If any conflict arises between what is stated in these Bylaws and our Articles of Incorporation, the Articles are considered superior to the Bylaws.

ARTICLE X

MEMBERSHIP

SECTION 1. GENERAL MEMBERSHIP

Membership is voluntary except as hereinafter set forth and shall be available without regard to race, color, creed or national origin. Any individual, family, or organization interested in the purposes of the Society, and who are willing to support and promote its program, may become a member of the Society upon approval of the Board of Directors. Membership in the Society grants the privilege of attending General Membership Meetings and regularly scheduled Meetings of the Board of Directors. The privilege of the floor and other such privileges may be extended to the membership at the discretion of the presiding Officer of the meeting.

SECTION 2. MEMBERSHIP DUES

The Board of Directors shall establish the amount and the due date of the annual dues.

SECTION 3. ELECTION PRIVILEGES

The privileges of voting to elect or re-elect members and Officers of the Board of Directors will be open only to the Board of Directors, Refer to Article IV and Article V for how Officers and other members of the Board of Directors are nominated and elected.

SECTION 4. NOMINATIONS

Refer to Article V, Section 2b, for how the Nominating Committee functions. No nominations from the floor are accepted at Meetings of Election, though the Nominating Committee will consider nominations from anyone when presented in writing at least 60 days prior to the regular Board of Directors Meeting immediately prior to the Annual Meeting. Proposed candidates must qualify under the conditions set forth in accordance with terms as noted in Article III and Article IV.

SECTION 5. RESERVED VOTING PRIVILEGES

The privilege of voting for all matters of the Society is reserved for duly elected Officers and members of the Board of Directors.

SECTION 6. TERMINATION OF MEMBERSHIP

The Board of Directors may terminate any membership for cause as specified herein and shall have discretionary powers in so doing. Letters of resignation and/or non-payment of annual dues will automatically terminate membership in the Society.

ARTICLE XI

HONORARY MEMBERSHIP

Honorary members may be elected by the Board of Directors in recognition of some conspicuous service to the Society or for causes deemed sufficient. They shall be exempt from any future dues and may not vote or hold elective office.

ARTICLE XII

ACTION BY MEMBERS OR DIRECTORS WITHOUT MEETING

Notwithstanding any provision in these Bylaws to the contrary, any action which can be taken at a meeting of the members or directors of the Society or any action which may be taken at a meeting of the members or directors or of a committee 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 members entitled to vote with respect to the subject matter thereof, all of the directors or all of the members of the committee of directors, as the case may be. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any articles or documents filed with either the probate judge or Secretary of State.

ADOPTION OF BYLAWS

These revised Bylaws of The Cherokee Humane Society, Inc., were adopted on _____, 2008 in substitution of the original Bylaws previously adopted.

These amendments supersede previously adopted Bylaws and render any previous Society Bylaws unauthorized and void.

These amendments were adopted by an official act of a two-third's majority vote of the entire Board of Directors, at its regular meeting held _____, 2008.

APPROVED:

PRESIDENT AND BOARD DIRECTOR

VICE PRESIDENT AND BOARD DIRECTOR

SECRETARY AND BOARD DIRECTOR

TREASURER AND BOARD DIRECTOR

BOARD DIRECTOR

BOARD DIRECTOR

BOARD DIRECTOR