# BYLAWS OF ALL ABOUT ANIMALS RESCUE 

## A Nonprofit Corporation formed under the laws of the State of Michigan

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## ARTICLE ONE - ORGANIZATION

## Name

The name of the organization shall be All About Animals Rescue, abbreviated from time to time as AAAR.

## Registered Office

The registered office of the corporation shall initially be situated at the location stated within the Articles of Incorporation and may, at a later date, be moved to such other location as the board of directors may from time to time designate.

## Other Offices

The corporation may maintain such other offices both within and without the State of Michigan as the board of directors may authorize.

## Purpose

The corporation has been organized for the purposes set forth in the Articles of Incorporation.

## Corporate Seal

The seal of the corporation shall be of such design as shall be approved and adopted from time to time by the board of directors, and the seal or a facsimile thereof may be affixed by any person authorized by the Board of Directors or these Bylaws by impression, by printing, by rubber stamp, or otherwise. The foregoing notwithstanding, however, unless otherwise required by the laws of the State of Michigan, the board of directors may opt not to utilize a corporate seal.

## ARTICLE TWO - MEMBERS

## Membership

Membership in the corporation shall be open to all persons who wish to assist animals and is a paid member in good standing. Membership fees may be waived at the discretion of at least two
(2) members of the board of directors for those members who are unable to pay or the directors wish to recognize the member for their efforts for helping the animals. The board of directors shall enact standards which specify the minimum requirements to have membership fees waived.

## Admission of Members

The board of directors shall enact procedures for the admission of members together with setting any admission fee for membership.

## Termination of Members

Membership may be terminated voluntarily by the member or involuntarily by the board of directors of the corporation in accordance with rules of member conduct as enacted by the board of directors. Sixty-six percent of directors in attendance at the meeting must vote in favor of the member removal for the resolution to pass.

## Place of Meetings

Meetings of the members of the corporation shall be held at such place or places, as shall be determined by the board of directors; and the chairman of the board shall preside at all such meetings.

## Annual Meetings

The annual meeting of the members shall be held at four o'clock in the afternoon of the second Saturday in March of each year, if that day is not a legal holiday, and if a holiday, than on the following Saturday. If any annual meeting is not held at the designated time, the meeting shall be held as promptly as practicable thereafter at a time to be determined by the board of directors.

## Special Meetings

Special meetings of the members may be called by the board of directors through a duly adopted resolution, by the chairman of the board, by the president of the corporation, or by written petition of not less than twenty-five (25) percent of all members in good standing. The day fixed for such meeting shall not be a Sunday or a legal holiday. Business transacted at all special member meetings shall be confined to the subjects stated in the notice of said meeting. The individual or individuals who call for a special meeting of the members shall delivery a statement of the subjects(s) to be addressed at the special meeting to the secretary of the corporation within 48 hours of calling for said meeting (or, if the office of secretary shall then be vacant, to the president of the corporation).

## Notice of Meetings - Waiver and Adjourned Meetings

Written notice stating the place, date and hour of the meeting, and the purpose or purposes for which the member meeting is called, shall be delivered via email, phone, in person or by mail by the secretary of the corporation (of, if the office of secretary shall then be vacant, by the president of the corporation) not less than ten (10) nor more than forty-five (45) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with first class postage prepaid addressed to the member at his or her address as it appears in the records of the corporation or such other address as a member may have designated for delivery of notices in a written communication to the secretary. If emailed, such notice shall be deemed to be delivered when sent. If phoned, such notice shall be deemed to be delivered either after speaking to the member or leaving a message on the member's voice mail system. If delivered in person, such notice shall be deemed to be delivered after speaking to the member. Waiver by a member in writing of notice of a members' meeting, signed either before or after the time of the meeting, shall be equivalent to the giving of such notice. Attendance by a member at a members' meeting, whether in person or by proxy, without objection to the notice or lack thereof, shall constitute a waiver of proper notice of the meeting. Any meeting of members may be adjourned by the chair of the meeting to reconvene at another time or place. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than 30 days, or if after the
adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meetings shall be given to each member of record entitled to vote.

## Quorum

A majority of the members, represented in person or by proxy, shall constitute a quorum at a meeting of members. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of members during said meeting leaving less than a quorum in attendance. If a meeting cannot be organized because a quorum has not attended, either the chair of the meeting, or those members present, in person or by proxy, by a majority of the votes cast by such members so present, may adjourn the meeting from time to time until a quorum is present when any business may be transacted that may have been transacted at the meeting as originally called.

## Proxies

A member may vote either in person or through a proxy executed in writing by the member or the holder of a lawful power of attorney of said member. No proxy shall be valid after one (1) year from the date of its execution, unless otherwise expressly provided in the proxy.

## Action by Consent

Any action which may be taken at any meeting of the members may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members entitled to vote with respect to the subject matter thereof. The written consent may be executed in several identical counterparts by the members with the effect as if the members had executed a single document.

## ARTICLE THREE - BOARD OF DIRECTORS

## Initial Directors

The initial board of directors shall consist of 7 persons. The initial directors shall serve until the next annual meeting of members; however, in all cases, directors shall server until their successors shall have been elected and qualified.

## Number, Election and Term

The number of directors to serve on the board of directors may be amended by a duly adopted resolution of the board of directors, however, this number shall not be less than the minimum number required by Michigan law. The Chairman of the Board shall be elected for three (3) years. Three (3) directors are elected every other year. The first election shall consist of three (3) directors being voted in for one (1) year and the other three (3) will serve a two (2) year term. The three (3) that shall a two (2) year term initially are the Offices of Vice President, Treasurer and the Secretary. Thereafter, both sets of three (3) are voted for in two (2) year terms. All directors up for re-election shall be elected each year at the annual meeting of the members by majority vote of members; however, in all cases current directors shall server until their successors shall have been elected and qualified.

## Powers

The activities and assets of the corporation shall be managed and controlled by the board of directors which shall exercise all the powers of the corporation and do all acts and things as are not, by law, the Articles of Incorporation or these Bylaws, directed or required to be done or exercised by the members.

## Meetings; Quorum

Regular meetings of the board of directors shall be held at such places, within or without the State of Michigan, and on such days and at such times as shall be fixed from time to time by the board of directors. Rules of procedure for the conduct of such meetings shall be adopted by resolution of the board of directors. Notice of such regular meetings need not be given. A majority of members of the board shall constitute a quorum for the transaction of business, but a lesser number may adjourn to another day if a quorum is not present. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws. Special meetings of the board may be held at any time and place, or by conference call, upon call of the chairman of the board, the president or secretary of the corporation by written or verbal notice delivered to each director not less than three (3) days before such meeting; provided, however that any director may, at any time, in writing, waive notice of any meeting. Attendance of a director at any meeting shall constitute a waiver of notice of the 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. For purposed of this section, "delivery" of notice of a board of director's meeting may be accomplished either by hand-delivery, through the U.S. Postal Service, through a private parcel carrier service, or electronically by facsimile transmission, or email. "Delivery" is completed upon receipt by the director through any of the aforementioned means except when delivery of notice is by U.S. Postal Service or private parcel carrier service, in which case, delivery shall be completed upon delivery of the notice to the director's last known home address.

## Director meeting via telephone conference

Directors may appear at a meeting of the board by means of telephone conference or similar communication system whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Furthermore, it is permissible for all directors to appear at a meeting of the board of directors via telephone conference or similar communication system.

## Action by Consent

Any action which is required to be or may be taken at a meeting of the directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all the directors. The written consent may be executed in several identical counterparts by the directors with the effect as if the directors had executed a single document.

## Resignation and Filling of Vacancies of Directors

Any director of the corporation may resign at any time by giving written notice of such resignation to the board of directors, the chairman of the board, or the corporation. Any such resignation shall take effect at the time specified therein or, if no time be specified, upon receipt thereof by the board of directors or one of the above-named officers. Vacancies on the board and newly created directorships resulting from any increase in the number of directors to constitute the board of directors may be filled by a duly approved resolution of a majority of the directors then in
office. If the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. Any director elected to fill a vacancy or a newly created directorship shall serve until the next election of directors by the shareholder so of the corporation. The death of any director shall be treated as voluntary resignation by the corporation.

## Compensation of Directors

Directors, as such, may receive such compensation and be reimbursed for expenses of attendance at any meeting of the board as shall be determined by resolution of the board of directors. Out of pocket expenses incurred in the course of performing their duties should be reimbursed. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

## Committees

The board of directors, by resolution adopted by a majority of the whole board, may designate two or more directors to constitute a committee. Each such committee, to the extent provided in such resolution, shall have and may exercise the authority of the board of directors, as so delegated in the resolution, shall have and may exercise the authority of the board of directors, as so delegated in the resolution, in the management of the corporation; but the designation of such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any member there of, of any responsibility imposed upon it or such member by law.

Standing Committees
There shall be two (2) standing committees, Executive Committee, Finance Committee. The Executive Committee shall consist of the President, the Vice President and the Treasurer. This committee posses the power to conduct routine business of the board of directors in the interim of the board meetings and to act as a steering committee to assign responsibilities to the appropriate committee. The Executive Committee possesses all the power the board to conduct routine business of the corporation and are subject to confirmation of the full board of directors. The Finance Committee shall consist of the President, the Treasurer, and one other director for the purpose of analyzing the financial situation of the corporation and advising the board of directors regarding fiscal policy and related matters.

## Power and duties of the board of directors

The property and business of a corporation shall be controlled and managed by a board of directors; however, the board may delegate duties to the officers of the corporation to the full extent allowed by law.

## Removal of directors

The board of directors may, by resolution adopted by the affirmative vote of $66 \%$ or more of the directors, remove a fellow board member. Sixty-six percent of all directors, not $66 \%$ of those directors in attendance at the meeting, must vote in favor of removal for the resolution to pass.

## ARTICLE FOUR - OFFICERS

## Number, Election and Term

The officers of the corporation shall be a president, treasurer, and a secretary who shall be chosen by the board of directors at its first meeting. Officers may also serve on the board of directors. The board of directors may elect such other officers with such titles and duties as it may determine are appropriate. Any two or more offices may be held by the same person. All officers, unless sooner removed, shall hold their respective offices until the first meeting of the board of directors after the next succeeding election of the board of directors and until their successors shall have been duly elected and qualified. The salaries of the officers of the corporation shall be fixed from time to time by the board of directors. No officer shall be prevented from receiving such salary by reason of the fact that such officer is also a director of the corporation.

## Removal

Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall not effect the contract rights, if any, of the office or agent so removed.

## Chairman of the Board

The chairman of the board, if any, shall preside at all meetings of the members and directors at which he/she is present and shall perform such other duties as the board of directors or these Bylaws may prescribe.

## President

In the absence of the chairman of the board, the president shall preside at all meetings of the shareholders and directors at which he/she is present. He/she shall perform such duties as the board of directors may prescribe and shall see that all orders and resolutions of the board are carried into effect. The president shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other office or agent of the corporation.

## Vice Presidents

The vice presidents, if any, in the order of the their seniority shall, in the absence or disability of the president and any executive vice president, perform the duties and exercise the powers of the president, and shall perform such other duties as the board of directors or the president may prescribe.

## Secretary and Assistant Secretaries

The secretary shall keep or cause to be kept a record of all meetings of the members and the board of directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He/she shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the board of directors, and shall perform such other duties as my be prescribed by the board of directors or president, under whose supervision he/she shall be. He shall keep in safe custody the seal of the corporation and shall affix the same to any instrument requiring it. The assistant secretaries, if any, in order of their seniority shall, in the absence of disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties as the board of directors may prescribe.

## Treasurer and Assistant Treasurers

The treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in
such depositories as may be designated by the board of directors and shall perform such other duties as the board of directors may prescribe. The treasurer shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation. If required by the board of directors, the treasurer shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the board for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his control belonging to the corporation. The assistant treasurers, if any, in the order of their seniority shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties as the board of directors may prescribe.

## ARTICLE FIVE - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

## Indemnification of Directors and Officers

To the fullest extent permitted by the laws of State of Michigan, including future amendments of those always, the corporation shall indemnify and hold harmless each director and officer of the corporation against any and all claims, liabilities, and expenses (including attorneys' fees, judgments, finds, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to:
a. any breach of such person's duty of loyalty to the corporation or its members;
b. any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his/her conduct was unlawful; or
c. any transaction from which such person derived any improper personal benefit.

## Determination of Entitlement of Directors and Officers to Indemnification

The decision concerning whether a director or officer seeking indemnification has satisfied the provisions of "Indemnification of Directors and Officers" shall be made by (i) the board of directors by a majority vote of a quorum consisting of directors who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested Directors"), whether or not such majority constitutes a quorum; (ii) if there are no Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion; or (iii) a vote of the members.

## Indemnification of employees and agents

The board of directors may, in such cases as, in its complete discretion, it deems appropriate, indemnity and hold harmless employees and agents of the corporation, and persons who formerly held such positions against any or all claims and liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with such position.

## ARTICLE SIX - MISCELLANEOUS

## Amendment of Bylaws

The Bylaws may be amended by a majority vote of the members present in person or by proxy at the annual meeting, at a special meeting called for that purpose, or by written consent. In those instances where the Bylaws explicitly grant the board of directors the authority to alter such designations as the registered office of the corporation, the corporate seal, or the total number of directors, action taken by the board within such grants of authority shall not be considered an "amendment" of these Bylaws.

## Fiscal year of the corporation

Unless the board of directors shall select another date through a duly adopted resolution, the fiscal year of the corporation shall begin on the first day of January of each year and end on the $31^{\text {st }}$ day of December.

## Benefit

The board of directors, officers, employees and members shall not gain personal or private benefit from the corporation.

## Appendix - Glossary

Bylaws - The regulations that an institution adopts that set forth duties, limit authority and establish orderly procedures for conducting business.

