

Bylaws

Article I. Name

The name of this corporation shall be Citizens for Humane Animal Treatment of Wakulla, Inc., herein known as CHAT of Wakulla or the Corporation. Its principle place of business shall be Wakulla County, Florida.

Article II. Objective

CHAT of Wakulla shall be a not-for-profit, charitable corporation under the Florida Not for Profit Corporation Act and a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended. No part of any earnings shall be to the benefit of any member or individual, except for specific services rendered and/or as the Board of Directors shall direct.

Article III. Mission

The mission of CHAT of Wakulla is to improve through education and charity the health, safety, and well-being of domesticated animals in our community. It is also committed to preventing cruelty to all animals through education and charity.

Goals:

- To promote and share responsibility for proper care and placement of surrendered, lost and abandoned animals;
- To work toward the solution of pet overpopulation by promoting the spaying and neutering of animals;
- To foster the development of educational and other programs to promote pet owner responsibility;
- To encourage and support animal cruelty investigations;
- To cooperate with public and private agencies and professional groups interested in the welfare of, and the prevention of cruelty to animals;
- To encourage vigilance and inspection when and where warranted concerning the care and treatment of animals in the area of Wakulla County;
- To educate regarding the enforcement and improvement of existing laws regarding the welfare of animals;
- To educate regarding the release of any animal from public or private shelters for the purpose of experimentation or exploitation;
- To solicit and receive funds for accomplishing the above goals.

Article IV. Membership

Membership shall be open to all persons and organizations interested in supporting the programs for which CHAT of Wakulla has been incorporated.

1. Classes of Membership

Classes of member shall be constructed as adopted and approved by the Board of Directors.

2. Payment of Membership Dues

Fees for membership may be modified by the Board of Directors or as otherwise determined by the Board.

3. Privileges of Membership

- A. The privilege of voting is extended to all members at membership meetings. The number of votes permitted for membership is one per membership.
- B. The privilege of the floor is extended to all persons present at a membership meeting. The privilege of making a motion is extended only to voting members.
- C. The Board of Directors may deny or terminate any person's membership at any time, and shall have full discretionary powers in doing so.
- D. There shall be no proxy voting. Each member must be present in order to cast their vote.

4. Property Rights

No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this corporation; provided, that upon dissolution or final liquidation, the assets of the corporation shall be distributed to a similar organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code with purposes similar to those of this corporation.

5. Liability of Members

No member of this corporation shall be personally liable for any of its debts, liabilities or obligations.

Article V. Membership Meetings

1. The annual meeting of the corporation shall be held each year at a date and time set by the Board of Directors. Members shall be notified in a manner as determined by the Board of Directors.
2. During the annual meeting, officers and chairpersons shall present reports summarizing the year's activities. A principle goal of this meeting shall be the election of the Board of Directors for the upcoming year.
3. General membership meetings may be held throughout the year at places and dates designated by the Board of Directors.
4. Ten members shall constitute a quorum.

Article VI. Nominations

1. The Secretary shall take nominations from the voting membership at the fall general meeting for all vacancies on the Board of Directors. Each nomination requires a second and the nominee must accept or decline nomination at the time or in writing to the Secretary within one (1) week following the fall meeting.
2. A Nominations Committee shall be established to propose a slate of officers for the upcoming year. Such nominations shall be submitted at the general fall membership meeting. Nominations can be submitted from the floor. Only voting members may make nominations.

Article VII. Board of Directors

1. The Board of Directors shall consist of not less than five (5) persons.
2. The officers of the Board of Directors shall be: President, Vice-President, Secretary, and Treasurer.
3. The Directors shall be elected at the annual meeting of the corporation and shall hold office for a term of one (1) year or until his/her successor is elected.
4. The Board of Directors shall have control of, and be responsible for the management and the property of the corporation.
5. The Board shall have the power to remove any officers.
6. The Board of Directors shall have full power to do, or require to be done, everything deemed necessary or expedient for the promotion of the corporation's welfare.
7. Officers of the Board of Directors shall be elected yearly at the annual meeting.
8. The Board of Directors may declare an executive session at any time. Voting at executive sessions is limited to Board members.
9. A majority of the Directors shall constitute a quorum for the transaction of business. The majority of those Directors present shall carry the order of business.
10. No member of the Board of Directors shall receive any compensation from the corporation for such member's services as a director
11. (a) The directors of this corporation shall not be personally liable for its debts, liabilities, or other obligations.

(b) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and reasonably incurred as a result of such action, suit or proceeding or any

appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0285, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

Article VIII. Meetings of the Board of Directors

1. The Board of Directors shall meet at least quarterly, at the call of the Chair, and Directors shall be notified in advance.
2. The first annual meeting of the Board of Directors shall be held within one month following the election of officers at the annual meeting each year. This meeting shall be designated an organizational meeting at which time the Directors shall make all necessary appointments to standing committees and plan the year's calendar.
3. Special Board meetings may be called by the President or by a majority of the Board of Directors. The purpose of said meeting shall be announced in advance.

Article IX. Duties of Officers

1. President

The president shall be the Chief Executive Officer of the corporation and shall preside at all meetings of the Board and of the corporation. He/She shall be a member, ex-officio, of all other committees and shall have the authority to sign such papers as may be required to execute all committees and shall have the authority to sign such papers as may be required to execute all legal documents of the corporation. The President shall have authority to sign said papers with board approval. He/she shall deliver a comprehensive report to members at the annual meeting.

2. Vice-President

The Vice-President shall, in the absence or disability of the president, perform the duties of the President.

3. Secretary

The Secretary shall be responsible for the recording of the minutes of meetings and shall perform such other duties as required, including but not limited to preserving in custody the corporate seal, by-laws, records and archives for the corporation unless otherwise directed by the Board. The secretary shall answer and initiate general correspondence and keep copies of all the corporation's correspondence.

4. Treasurer

The Treasurer shall be responsible for coordinating all financial responsibilities of the corporation and be responsible for maintaining the financial records of the corporation. These duties shall consist of, but not limited to: preparing a yearly budget for the adoption by the Board of Directors; receiving and depositing all monies, trusts and securities in the name fo the corporation; disbursing funds as necessary; preparing financial report for the review of members and Directors; preparing tax returns for timely filing; making available for audit all books and records should the Board of Directors deem an audit necessary.

The President, Vice-President, Secretary and Treasurer shall have the responsibility of the disbursements of the corporation's funds. It shall take any one (1) signature of the four (4) on any corporation check. Customary expenses can be paid without Board approval. However, those expenses which are out of the ordinary and in excess of two hundred dollars (\$200.00) must be approved by the Board. It shall take four (4) signatures to close the account.

The Treasurer shall have the authority, jointly with the President, to sign such papers as may be required in the sale of securities or other assets belonging to the corporation or in connection with the settlement of estates or trusts in which the corporation has an interest. However, said Directors shall not have the authority to enter into any legal agreement binding CHAT of Wakulla without Board approval.

Article X. Committees

Committees shall be appointed at the discretion of the Board of Directors. Committees shall be formed and duties performed as sees fit to promote the programs and goals of the corporation.

Article XI. Amendment of the Bylaws

These bylaws may be repealed, altered or amended at any meeting of the corporation, provided any alterations or changes proposed shall first have been submitted to the Board of Directors and approved by a majority vote of the Board of Directors. Following such approval by the Board, copies of such proposed alterations or changes shall be made available upon request to all members of this corporation, upon which the proposed amendments shall be voted upon.

Article XII. Effective Date

These Bylaws, effective upon their adoption, supersede all former Bylaws of the corporation.