

BY-LAWS
OF
HUMANE SOCIETY AND SPCA OF CLAYTON COUNTY, INC.

ARTICLE 1.

NON-PROFIT CORPORATION STATUS

The provisions of Code Section 14-3-101 through 14-3-1703 (“Georgia Nonprofit Corporation Code”) are hereby adopted; however, if any provisions of these By-Laws are in conflict with any provision of said Code sections, the provisions of these By-Laws shall control.

ARTICLE 2.

PURPOSE

Section 2.1 The name of this corporation is the *Humane Society And SPCA Of Clayton County, Inc.* (the “corporation”).

Section 2.2 The purpose of the corporation is the prevention of cruelty to animals, relief of suffering among animals, to seek new homes for unwanted pets, provide spay and neutering of pets adopted from the corporation, return lost pets to owners, and provide humane education for the public.

ARTICLE 3.

DIRECTORS

Section 3.1 Management vested in the Board of Directors

The affairs of the Humane Society And SPCA Of Clayton County, Inc. (the "Corporation")

shall be controlled and administered by a Board of Directors (the "Board ") consisting of officers and board members. There shall be no less than five (5) and no more than nine (9) Board members. Each Board member shall be elected by the Board. Each Officer and Director must be a natural person and must be at least twenty one (21) years of age or older. Spouses, relatives, business partners, household members, employees or employers of a Board member, or a staff person, may not be a Director on the Board. All Board members shall conduct themselves in accord with the Standards of Conduct for Directors appearing in O.C.G.A. § 14-3-830.

All meetings of the Board of Directors shall be conducted pursuant to “**Roberts Rules of Order**” as set forth in the last published revision thereof. All Board members shall conduct themselves in an orderly manner at meetings and be representatives of the Corporation to the public.

Section 3.2 Conflict Of Interest

A conflict of interest shall be declared in writing by any Board member who may profit from goods or services offered to the corporation, by themselves, spouse, relative, business partner, household member, employee or employer of a Board member. The written disclosure must be entered into the minutes and made known to Board members. If a conflict of interest exists, the description and cost of any purchase of goods or services by the corporation also must be entered in the minutes.

Section 3.3 Election of Directors

3.3.1. Each Director shall be elected for a two year term, however, the term may be extended until a successor Director has been elected.

3.3.2 Director terms shall be staggered so that approximately half the number of Directors will end their terms in any given year.

3.3.3 The term of service shall be considered to begin April 1 and end March 31. of the second year in office.

3.3.4 The members of the Board effective as of the date of approval of these By-Laws are as follows:

Robin Rawls – President

Gwen Lyle – Vice President

Carol A. Boatright – Secretary

Elizabeth L.M. Davidson – Treasurer

Sue P. McLaren– Director

Section 3.4 Resignation of a Director

Each Board member shall have the right to resign at any time upon written notice thereof to the President, Vice President, or Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3.5 Vacancies on the Board

Upon the death, resignation, removal or incapacity of any member of the Board, a simple majority of the then remaining Board shall elect a successor. A vacancy on the Board may be filled by the then remaining Board members electing a successor thereto, even though the remaining Board members do not constitute a quorum of the Board. Such vacancy shall be filled by the Board for the balance of the term of the Director being replaced.

Section 3.6 Removal of Director

A Director shall be considered incapacitated if for any reason he/she shall be unable to carry on the duties of his/her office and the remaining Board members shall have declared such Director incapable of service by simple majority vote of the Board. A Director may resign at any time by delivering written notice to the Board, its presiding officer, or to the President or Secretary, of such resignation. A Director may be removed prior to the expiration of such Director's term as provided in O.C.G.A. § 14-3-808, O.C.G.A. § 14-3-809 or O.C.G.A. § 14-3-810.

Section 3.7 Meetings of the Board of Directors

An annual meeting of the Board shall be called by the President and held annually for the purpose of conducting business and electing Directors and Officers as required for the following year. The annual meeting shall be held in the month of March. At the annual meeting, the President of the Corporation, or some other designee of the Board of Directors, shall present an annual report of the activities, including the Treasurer's report, of the Corporation to the Board since the last annual meeting of the Board. The annual meeting shall be open to all committee members, staff and volunteers.

The Board of Directors shall meet at such times as may be necessary to transact the business coming before it, however, it shall meet at least quarterly, at an agreed upon time and place. With the exception of the annual meeting, all Board meetings may also be opened to committee members, staff and volunteers by a simple majority vote of the Board members.

Notice of all meetings of the Board of Directors will be given to each voting member, by mail, email or by phone at least ten (10) days in advance of the meeting date. Should there be a change in venue or date a minimum of three (3) days shall be required of the change.

Section 3.8 Consent in Lieu of Meeting

The Board members shall hold such other meetings as may be necessary from time to time upon call of the President, which shall specify the place, time and date of the meeting. A Board meeting may also be called by the joint consent of no less than two (2) Board members.

Section 3.9 Quorum

A quorum for the transaction of any business shall be a simple majority of the Board members then in office for the Corporation. Any vote by a simple majority of the Board members present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these By-Laws. Each member of the Board shall have one vote. Voting by proxy will not be permitted.

Section 3.10 Compensation

The Board members shall serve without compensation. The Board members may be reimbursed for their reasonable and necessary expenses upon approval by vote of the Board.

ARTICLE 4

OFFICERS

Section 4.1 Officers Elected by the Board of Directors

The Officers of the Corporation shall consist of a President, a Vice-President, a Treasurer, and a Secretary. All Officers of the Corporation elected by the Board also serve as Directors. Spouses, relatives, business partners, household members, employees or employers of a Board member, or a staff person, may not be an officer of the Board.

Section 4.2 Election Process

The Board shall elect its officers every third year at an annual meeting. Candidates for office shall be proposed at a meeting of the nominating committee. The candidates will be asked if they are willing to serve. The Nominating committee's proposed slate of officers will be presented to all board members with the notice of the annual meeting. The slate will be presented at the Board meeting. If there are no objections to the slate of officers the Board must approve the slate by a simply majority vote. Nominations of other candidates for consideration for one or more positions may be put forward via a motion and must be seconded by a Board member. Incumbent officers may nominate themselves OR may second their name if nominated by another board member. The Board will vote on the position(s) and the candidate receiving a simple majority of the vote will be the elected officer. Should more than one nomination be seconded for any single position the Board must vote to determine which of the additional nominated candidates for that position will run against the slated recommendation. In no circumstance may voting for an office not include the slated candidate.

Section 4.3 President

The President shall preside over all meetings and exercise all executive authority of the Corporation duly authorized by the Board.

Section 4.4 Vice President

The Vice President shall have full authority to act as the President in the absence of the President.

Section 4.5 Treasurer

The Treasurer shall have the authority and responsibility for the safekeeping of the funds and securities of the Corporation.

Section 4.6 Secretary

The Secretary shall be the custodian of the minute books of the Corporation and shall accurately keep minutes of meetings of the Board members and maintain all corporate records and seal.

Section 4.7 Election, Terms and Removal of Officers

The officers shall be elected by the Board at the annual meeting of the Board. All officers shall be members of the Board during their terms of office. Officers shall be elected for a three year term. The officers of the Board shall be elected tri-annually by the Board at regular Board meetings as terms expire or vacancies otherwise arise. A vacancy occurring in any office due to death, resignation, removal, disqualification, or any other reason may be filled by the Board for the unexpired portion of the term of office left vacant by the officer. Any officer may be removed by a simple majority vote of the Board at any time with or without cause. Any vacancies in the Corporation's officers shall be filled by the Board. If any Board member has failed to carry out his/her responsibilities as a Board member or has three (3) or more absences in a year this will constitute a cause for removal from the Board if so approved by a simple majority vote of the Board.

All officers shall conduct themselves in accord with the Standards of Conduct for officers appearing in O.C.G.A. § 14-3-842.

ARTICLE 5

MEMBERSHIP

The corporation shall have no membership.

ARTICLE 6

COMMITTEES AND ADMINISTRATOR

Section 6.1 Committees

The Board of Directors may create committees as needed, such as but not limited to *Nominating, Fundraising, Media, Volunteer, Maintenance and Humane Education*. Each Committee appointed by the Board shall consist of no more than three (3) members, with one (1) of those members being the appointed Committee Chairperson. Committee members shall not have voting rights but the chairperson for each committee shall be invited in all board meetings held by the Corporation.

Section 6.2 Advisory Board

The Board shall appoint an advisory board consisting of not less three (3) and no more than five (5) persons. Advisory board members shall not have voting rights but shall be invited in all board meetings held by the Corporation.

Section 6.3 Administrator

The Board of Directors may elect by a simple majority vote a Shelter Administrator to manage the daily operations of the Corporation's shelter facility. The Shelter Administrator shall not have voting rights but shall be invited in all board meetings held by the Corporation.

The Board shall provide the Shelter Administrator with a written job description defining the responsibilities and authority of the position. This job description shall be used by the Board to conduct an annual performance evaluation of the Shelter Administrator. In the event of the absence, resignation, or disability of the Shelter Administrator, the Board shall appoint a person to temporarily fulfill the duties of the Shelter Administrator.

ARTICLE 7

CONTRACTS, DEEDS, LOANS, CHECKS AND DEPOSITS

Section 7.1 Instruments Executed by President

The President of the Corporation is hereby authorized to enter into, execute and deliver any agreements, contracts, notes, deeds, deeds to secure debt or other instruments in the name of the Corporation, as long as said instruments are pursuant to the purposes of the Corporation without said documents being countersigned by any other officer of the Corporation.

Section 7.2 Instruments Executed by Secretary with Resolution

The Board may, by simple majority vote of its members, authorize the Secretary to enter into, execute and deliver any agreements, contracts, deeds or other instruments in the name of the Corporation without the necessity of having such instruments countersigned by the President. Such authority may be general or confined to specific instances.

Section 7.3 Loans and Evidences of Indebtedness

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in the Corporation's name unless authorized by a resolution of the Board. Such

authority may be general or confined to specific instances, and any evidence of indebtedness authorized by the Board shall be signed by the President.

Section 7.4 Checks, Drafts or Orders for Payment of Money

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers and/or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 7.5 Deposits

All funds of the Corporation not otherwise employed shall be deposited by an officer of the Corporation from time to time and to the credit of the Corporation in such banks, trust companies, or depositories as the Board may select.

ARTICLE 8

SALE OR TRANSFER OF PROPERTY

Any sale or transfer of any property standing in the name of the Corporation shall be valid only if signed by the Corporation through two (2) Officers pursuant to resolution of the Board. Any transfer signed in this manner, pursuant to board resolution, having affixed thereon the seal of the Corporation, shall in all respects bind the Corporation.

ARTICLE 9

RECORDS

The Treasurer shall at all times maintain records evidencing the property owned by the Corporation and its disbursements, and present the same at the annual meeting of the Board. The

records of the Corporation shall always be open for inspection by any Director or Officer.

ARTICLE 10

INDEMNIFICATION

Each person who is or was a Director or Officer of the Corporation, and each person who is or was a Director of the Corporation who at the request of the Corporation is serving or has served as an Officer, Director, partner, joint venture or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation, and entitled to advancement of expenses of litigation, to the fullest extent permitted under the Georgia Nonprofit Corporation Code against those expenses (including attorney's fees), judgments, fines and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the Corporation under the Georgia Nonprofit Corporation Code and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of that person being or having been a Director or Officer of the Corporation or of such other enterprise. Such indemnification shall be made only in accordance with the Georgia Nonprofit Corporation Code and subject to the condition thereof.

ARTICLE 11

DISSOLUTION

In the event of the dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all the assets of the

Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purpose for which the Corporation is organized and operating which shall be selected by the Board of the Corporation; provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or in corresponding provisions of any subsequent law. In the event that upon the dissolution of the Corporation the Board of the Corporation shall fail to act in the manner provided within a reasonable time, a Court of competent jurisdiction in the County in which the principal office of the Corporation is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets.

ARTICLE 12

FISCAL YEAR

The initial fiscal year of the corporation shall begin on the date of incorporation and shall end on December 31, 2013. The fiscal year thereafter shall begin January 1 of each year and shall end on December 31 of each year.

ARTICLE 13

SEAL

The seal of the Corporation shall be in such form as the Board may from time to time determine. In the event it is inconvenient to use such seal at any time, a signature of the Corporation

followed by the word 'seal' enclosed in parentheses or scroll, shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by his/her or his/her assistants on any appropriate papers.

ARTICLE 14

CODE OF ETHICS AND WHISTLEBLOWER POLICY

Section 14.1 Purpose

The Corporation requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of the Corporation to adhere to all laws and regulations that apply to the Corporation and the underlying purpose of this policy is to support the Corporation's goal of legal compliance. The support of all directors, officers and employees is necessary to achieving compliance with various laws and regulations.

Section 14.2 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of the Corporation is in violation of law, a written complaint must be filed by that person to a Board member.

Section 14.3 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation.

Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

Section 14.4 Retaliation

Anyone filing a complaint shall be protected from retaliation only if said individual brings the alleged unlawful activity, policy, or practice to the attention of the Corporation and provides the Corporation with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

The Corporation shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of the Corporation or of another individual or entity with whom the Corporation has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

The Corporation shall not retaliate against any director, officer, staff or employee who discloses or threatens to disclose to a supervisor or a public body, any activity, policy, or practice of the Corporation. that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

Section 14.5 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the reporting party or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 14.6 Handling of Reported Violations

The President or Vice President of the Board shall notify the reporting person and acknowledge receipt of the reported violation or suspected violation within five business days of receiving said report. All reports shall be promptly investigated by the Board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staff or employees of the Corporation and they shall have the opportunity to ask questions about this policy.

ARTICLE 15

AMENDMENTS

The Board shall by simple majority vote have the power to alter, amend or repeal these By-Laws or adopt new by-laws, provided that the by-laws at no time shall contain any provision inconsistent with the Georgia Nonprofit Corporation or the Articles of Incorporation.

**READ, APPROVED, AGREED TO AND ADOPTED BY THE UNDERSIGNED THIS _____
DAY OF JANUARY, 2014.**

Robin Rawls, President

Gwen Lyle, Vice President

Carol A. Boatright, Secretary

Elizabeth L.M. Davidson, Treasurer

Susan P. McLaren, Director

(Corporate Seal affixed below)