

BY-LAWS OF
Auburn Valley Humane Society Foundation
(A Non-Profit Public Benefit Corporation)

**ARTICLE I
NAME**

Section 1. NAME

The Name of this Corporation shall be Auburn Valley Humane Society Foundation.

**ARTICLE II
OFFICES**

Section 1. PRINCIPAL OFFICE

The Principle office of this corporation for the transaction of its business shall be 4910 A Street SE, Auburn, WA 98092.

The Mailing Address of this corporation shall be 4910 A Street SE, Auburn, WA 98092.

Section 2. CHANGE OF ADDRESS

The county of the corporation's principle office and mailing address can be changed only by amendment of these by-laws and not other wise. The Board of directors may, however, change the principle office from one location to another within named county by noting the changed address and effective date below. Such changes of address shall not be deemed an amendment of these By-laws.

**ARTICLE III
PURPOSE**

Section 1. PURPOSE

The purpose of this corporation is to:

- a) operate as a non-profit corporation under the laws of the State of Washington;
- b) to provide support to the Auburn Valley Humane Society which provides shelter, quality care and love for all the lost, mistreated and abandoned animals in Auburn;
- c) find ways to appeal to the finer instincts and nobler sentiments of both young and old on behalf of kind treatment of all living creatures;
- d) purchase, apply for and otherwise acquire, sell, transfer and otherwise dispose of or encumber real or personal property.

Section 2. MISSION

In the context of these general purposes, the mission of the corporation shall be to support of Auburn Valley Humane Society which provides shelter, quality care and love for all the lost, mistreated and abandoned animals their care.

Section 3. DEDICATION OF ASSETS

This corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the corporation.

BY-LAWS OF
Auburn Valley Humane Society Foundation
(A Non-Profit Public Benefit Corporation)

The assets in the Auburn Valley Humane Society Foundation Endowment account are fully endowed and will not be distributed. Only the interest from the Endowment account will be put into one or multiple disbursement accounts. Annually, ten percent (10%) of the interest of the Endowment account will be dedicated to the operating costs of the organization, the remaining ninety (90%) percent will be distributed annually to one or multiple disbursement accounts. Unspecified donations to the organization or donations not made specifically to the Endowment account will be deposited into one or multiple disbursement accounts.

Upon liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed as specified in **Article XII** of these By-laws. If the Animal Welfare organizations listed in **Article XII** refuse, decline, or cannot accept all or part of any properties and assets remaining from this corporation, then that portion of properties and assets remaining shall be distributed to a state or local government, for a public animal welfare purpose.

**ARTICLE IV
DIRECTORS**

Section 1. NUMBER

The corporation shall have at least four (4) but no more than ten (10) Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this By-law, or by repeal of this By-law and adoption of a new By-law, as provided by these By-laws.

Section 2. GENERAL POWERS

Subject to the provisions of the Washington Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and By-laws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of Directors.

Section 3. SPECIFIC POWERS

Without prejudice to the general powers set forth in **Article IV, Section 2** of these By-laws but subject to the same limitations, the Board shall have the power to do the following:

- a) Appoint and remove, at the pleasure of the Board, all corporate officers, agents; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these By-laws; and require from them security for faithful service;
- b) Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;

BY-LAWS OF
Auburn Valley Humane Society Foundation
(A Non-Profit Public Benefit Corporation)

- c) Develop policies for the operation of the corporation;
- d) Assume and perform all fiduciary responsibilities including fund-raising as well as monitoring the finances of the corporation;
- e) Develop and monitor long-range plans;
- f) Recruit potential Board Directors;
- g) Meet at such times and place as required by these By-laws.

Section 4. ANNUAL REPORT

The Board shall cause an annual report to be finished not later than ninety days after the end of the calendar year to all Directors of the corporation. The annual report which shall contain the following information in appropriate detail:

- (1) A balance sheet of the corporation as of the end of the fiscal year;
- (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (3) The revenue of receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (4) The expenses and disbursements of the corporation, for both general and unrestricted purposes, during the fiscal year;
- (5) A list of donors during the fiscal year,
- (6) And any information required by Washington Corporation Code.

Section 5. TERM OF OFFICE

Directors shall be elected for terms of three years. Directors shall hold office until the annual meeting, which coincides with the expiration of their three-year term.

Section 6. QUALIFICATIONS

The Directors shall be persons who are residents of the United States and consent to be bound by these By-laws. They shall have no felony convictions. Directors shall serve without monetary or pecuniary compensation. They shall participate in committees as assigned and support fundraising efforts of the corporation. Other qualifications may be set by the board and approved by a majority vote.

Section 7. CONFLICT OF INTEREST

No person employed by this organization, or who derives a livelihood or any significant income from the commercial exploitation of animals, or who is employed by any agency or company performing animal testing or research not in compliance of the Organization's Animal Welfare Positions shall qualify as a Director. Anyone who violates federal, state or local law regarding animal welfare, and/or the principals of this corporation shall not qualify as a Director.

Section 8. NOMINATIONS

At the regular Board meeting prior to the Annual Meeting, the Executive Committee shall nominate and present for election candidates to the Board of Directors.

BY-LAWS OF
Auburn Valley Humane Society Foundation
(A Non-Profit Public Benefit Corporation)

Section 9. RECORD OF TERMS

The Secretary of the Board of Directors shall keep a record of the dates of election of Board Members.

Section 10. VACANCIES

Any vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, removal, or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under Washington Nonprofit Public Benefit Corporation Law; or (c) the increase of the authorized number of Directors. A vacancy shall also occur in the event a Director is removed for cause by a majority of the Directors then in office. The Board of Directors may fill vacancies from a list of candidates recommended by the Governance Committee. A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until he/she dies, resigns, or is removed from office whichever occurs first.

Section 11. ATTENDANCE

Attendance at meetings of the Board of Directors is expected. It is expected that Directors will make every effort to attend all meetings. No more than two unexcused absences during the fiscal year are permissible. A Director shall be considered in good standing if the Director has not had more than two unexcused absences from the Board meetings during the prior twelve months. All absences, except for dire emergencies, will be considered unexcused if NOT called in to the President of the Board by noon of the day of the scheduled meeting of the Board of Directors. A leave of absence, not to exceed three months, may be granted to a Director upon approval by the majority of the Board. Excluding an approved leave of absence, any Director who has had more than four (2) total excused and/or unexcused absences in a twelve month period shall be subject to a review by the Governance Committee. The Governance Committee shall review the circumstances surrounding the absences of the Director and shall make a determination whether the Director shall be deemed to be not in good standing. The Governance Committee shall present its findings and recommendations to the Board at the next regular meeting. The

Board of Directors shall vote whether to declare the Director in good standing. A Director not in good standing shall be considered to have resigned and the vacancy filled as provided in Article IV, Section 10.

Section 12. REMOVAL

A Director who is considered to be no longer qualified or is incapable of carrying out his/her duties may be removed as provided in **Article IV, Section 10.**

BY-LAWS OF
Auburn Valley Humane Society Foundation
(A Non-Profit Public Benefit Corporation)

**ARTICLE V
MEETINGS**

Section 1. ANNUAL MEETING

The Annual Meeting of the Board of Directors shall be held during the month of February at a time and place designed by the Directors.

Section 2. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at least one (1) time a year at a time and place designed by the Directors. All regular meetings of the Board of Directors shall be open to the public; however, no attendee who is not a member of the Board of Directors may speak at any regular meeting without the prior consent of the President or acting President of the Board. Persons addressing the Board of Directors at any regular meeting shall limit their remarks to the subject matter for which they received permission to speak

Section 3. MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATIONS EQUIPMENT.

Any Board of Directors meeting may be held by conference telephone, video screen communication, or other communications equipment if all of the following apply:

- (a) Each member participating in the meeting can communicate concurrently with all other members;
- (b) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose, an objection to a specific action to be taken by the corporation;
- (c) The Board has adopted and implemented a means of verifying both of the following:
 - (1) A person participating in the meeting is a Director or other person entitled to participate in the Board meeting.
 - (2) All actions of or votes by the Board are taken or cast only by the Directors and not by persons who are not Directors.

Section 4. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called at any time by the President of the Board, the Vice-president, the Secretary, or any two members of the Board of Directors then in office.

Notice of the time and place of special meetings shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Director's address or telephone number as shown on the corporation's records.

BY-LAWS OF
Auburn Valley Humane Society Foundation
(A Non-Profit Public Benefit Corporation)

Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting.

Section 5. QUORUM

A quorum shall consist of a majority of the Directors for the transaction of any business. Except as otherwise provided in these By-laws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the President shall entertain at such meetings is to adjourn.

Section 6. MAJORITY ACTION AS A BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

Section 7. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT A MEETING

Any action required or permitted to be taken by the Board of Directors under any provisions of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with Minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the By-laws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority. (See Attachment A)

Section 8. RULES

Any question(s) concerning Parliamentary law or procedure during a meeting(s) of the corporation shall be clarified or determined by reference to a current edition of ROBERT'S RULES OF ORDER.

SECTION 9. NON-LIABILITY OF DIRECTORS AND INDEMNIFICATION

The corporation may provide Directors and Officers liability insurance to indemnify and hold harmless the Director in the discharge of their duties as members of the Board against any liability other than for violating provisions of law relating to self-dealing.

BY-LAWS OF
Auburn Valley Humane Society Foundation
(A Non-Profit Public Benefit Corporation)

**ARTICLE VI
OFFICERS**

Section 1. OFFICERS

The officers of Board of Directors shall be a President, Vice-President, Secretary, and Treasurer.

Section 2. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors at the Annual Meeting from a list of candidates recommended by the Governance Committee. All officers shall serve a 1 year term.

Section 3. PRESIDENT

The President shall preside at all meetings of the Board, shall enter into all matters pertaining to the corporation and its activities, and shall vote only when the vote is by ballot or to break a tie. The President shall preside at the meetings of the Executive Committee, shall be a member, ex-officio, of all other committees, and shall have the authority 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 trust in which the corporation has an interest.

Section 4. VICE-PRESIDENT

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall perform all other duties, which may be prescribed by the Board of Directors. The Vice-President may act as Chair of the Governance Committee.

Section 5. SECRETARY

The Secretary shall keep the Minutes and maintain a record of all meetings of the Board of Directors and of any other proceeding or meetings upon the direction of the President. The Secretary shall have custody of the corporate seal, By-laws, records, and general archives of the corporation unless they are expressly placed in the care of another by a majority vote of the Board. The Secretary shall present an Annual Report at the Annual Meeting summarizing the Organizations activities during the preceding year and making recommendations for the future.

Section 6. TREASURER

The Treasurer shall be responsible for overseeing the financial records of the corporation. The Treasurer shall maintain financial accounts in good order and shall be responsible for the oversight of disbursements. All disbursements by check shall require two (2) signatures. One of the signatures shall be that of that Treasurer, the other shall be that of the President.

Section 7. REMOVAL AND RESIGNATIONS

Subject to **ARTICLE IV, Section 10** of these By-laws, any Officer elected by the Board of Directors may be removed by the Board of Directors either with or without cause at any time. Any officers may resign at any time by giving written notice to the President or

BY-LAWS OF
Auburn Valley Humane Society Foundation
(A Non-Profit Public Benefit Corporation)

Secretary of the Board of Directors of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VII
COMMITTEES

Section 1. CREATION AND POWERS OF COMMITTEES

The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors and no one who is not a Director, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may do the following:

- (a) Take any final action on any matter that, under the Washington Nonprofit Public Benefit Corporation Law, also requires approval of a majority of the Board;
- (b) Fill vacancies on the Board or any committee of the Board;
- (c) Amend or repeal By-laws or adopt new By-laws;
- (d) Amend or repeal any resolution of the Board that by its express terms is not amendable or repeal able;
- (e) Create any other committees of the Board or appoint the members of committees of the Board;
- (f) Approve any contract or transaction to which the corporation is a party and in which one or more it's Directors has a material financial interest.

Section 2. STANDING COMMITTEES

There shall be three Standing Committees: Executive, Governance and Finance, Committee.

Section 3. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice-President, Secretary, and the Treasurer. The President shall preside at all meeting of the Executive Committee.

The Executive Committee shall act between meetings of the Board and shall possess all the powers of the Board in regard to the management of the business and affairs of the corporation subject to its action being ratified by the Board. The Executive Committee shall meet at the call of the President. (See ATTACHMENT B)

Section 4. GOVERNANCE COMMITTEE

The Governance Committee shall consist of the Vice - President of the Board and at least one other Director. The Governance Committee may be, but need not be chaired by the Vice President of the Board. The Governance Committee is responsible for the general affairs of the Board which includes:

- an annual review of the Corporation's by-laws and policies;
- solicits and interviews prospective Board members;
- recommends candidates to the Board as prospective Board members;
- performs orientation sessions for new Board members.

BY-LAWS OF
Auburn Valley Humane Society Foundation
(A Non-Profit Public Benefit Corporation)

Section 5. FINANCE COMMITTEE

The Finance Committee shall include the Treasurer and at least one other Director. The Treasurer shall preside at the meetings of the Finance Committee. The Finance Committee shall review budgets presented by the staff of the corporation, help develop procedures for budget preparation, and maintain consistency between the budget and the organization's plans. The Finance Committee shall report to the Board any financial irregularities, concerns, guidelines, and opportunities. The Finance Committee shall oversee short- and long-term investments.

Section 6. OTHER COMMITTEES

The President shall appoint other committees as may be required or as the Board may deem desirable. All appointment by the President shall be subject to the approval by the Board. Such other committees may consist of persons who are not also Directors of the Board. These additional committees shall act in an advisory capacity only to the Board.

**ARTICLE VIII
FISCAL YEAR**

Section 1. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year unless otherwise determined by resolution of the Board of Directors.

**ARTICLE IX
NOTICE**

Section 1. NOTICE

Whenever any notice is required to be given to any member or Director of the corporation under the provisions of the Articles of Incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE X
INSPECTION OF BOOKS**

Section 1. INSPECTION OF BOOKS BY BOARD MEMBERS

Inspection of books, accounts, and documents of the corporation by any member of the Board of Directors in person, under the right conferred by the laws of the State, may be made during business hours of the corporation when not incompatible with the needs and requirements of the business.

The books, accounts, records, and documents of the corporation shall be kept at the principal office of the corporation unless the Board of Directors, by resolution, specify otherwise as a matter of convenience or necessity.

BY-LAWS OF
Auburn Valley Humane Society Foundation
(A Non-Profit Public Benefit Corporation)

**ARTICLE XI
DISTRIBUTION OF ASSETS**

Section 1. DISTRIBUTION OF ASSETS

Contributions to the corporation and its net earnings shall be used executively for the purpose defined by these By-laws. Upon dissolution of the corporation by operation of law or otherwise, all assets will be contributed gratuitously to all exempt Non Profit Animal Welfare Organizations equally in King County within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be distributed to a state or local government, for a public animal welfare purpose.

**ARTICLE XII
CONSTRUCTION AND DEFINITIONS**

Section 1. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Washington Nonprofit Corporation Law shall govern the construction of these By-laws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

**ARTICLE XIII
AMENDMENT OF BY-LAWS**

Section 1. AMENDMENT

These By-laws, or any of them, may be altered, amended, or replaced and new By-laws adopted by action of the Board of Directors. Amendment(s) shall become effective upon adoption unless the motion specifies a different date.

Subject to any provisions of law applicable to the amendment of By-laws of public benefit corporations, these By-laws, or any of them, may be altered, amended, or repealed and new By-laws adopted subject to the power of members, if any, to be change or repeal these By-laws under the Washington Corporation Code, by approval of the Board of Directors.

**ARTICLE XIV
AMENDMENT OF ARTICLES**

Section 1. AMENDMENT OF ARTICLES

After members, if any have been admitted to the corporation, amendment of the articles of Incorporation may be adopted by the approval of the members, if any, of this corporation.

Section 2. CERTAIN AMENDMENTS

Notwithstanding the above Section of this Article, this corporation shall not amend its Articles of Incorporation, alter any statement which appears in the original Articles of Incorporation, or alter the names and addresses of the first Directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to the Washington Nonprofit Corporation Law.

BY-LAWS OF
Auburn Valley Humane Society Foundation
(A Non-Profit Public Benefit Corporation)

On this date, February 20th, 2014, the Board of Directors of the Auburn Valley Humane Society Foundation ratifies the above By-laws.

WE THE UNDERSIGNED, being the Directors and the secretary of Auburn Valley Humane Society Foundation, do hereby certify the foregoing Articles constitute the By-laws, duly adopted by the assent of members representing the majority of the Board of Directors.

Don Edwards - President

Suzanne Nagy – Vice President

Rick Oliveira - Treasurer

Marsha Goodwin - Secretary

Phillip Morgan - Director

Alexis Singletary- Director

Sharon LaVigne - Director

BY-LAWS OF
Auburn Valley Humane Society Foundation
(A Non-Profit Public Benefit Corporation)

(ATTACHMENT A)
Auburn Valley Humane Society Foundation

BY-LAWS
ARTICLE V, SECTION 7

“ACTION BY UNANIMOUS WRITTEN CONCENT WITHOUT A MEETING”

Auburn Valley Humane Society Board of Directors met on date:_____ to
discuss the following matter:

Board of Directors
Signatures

_____	_____
_____	_____
_____	_____

BY-LAWS OF
Auburn Valley Humane Society Foundation
(A Non-Profit Public Benefit Corporation)
(ATTACHMENT B)
Auburn Valley Humane Society Foundation

BY-LAWS
ARTICLE VII, SECTION 3

“EXECUTIVE COMMITTEE ACTION”

On _____ (date), representing the Board of Directors, the Executive Committee of the Auburn Valley Humane Society Foundation took the following actions:

On this date, _____, the majority of the Board of Directors ratifies the above action.

Board Secretary