

## **Special Meeting of Board of Directors of Conway Area Humane Society**

### **Animal Rescue League of New Hampshire Affiliation**

1. **Resolved.** To approve the affiliation of the Conway Area Humane Society (to be renamed the Animal Rescue League of New Hampshire – North) with the Animal Rescue League of New Hampshire in accordance with an Affiliation Agreement between the parties presented to this meeting, the Affiliation to become effective 30 days from this date or such earlier date as may be certified in writing by the President of this Corporation and the Chief Executive Officer of the Animal Rescue League of New Hampshire as the Effective Date.
2. **Resolved.** That Animal Rescue League of New Hampshire shall become the sole member of the Conway Area Humane Society as of 30 days from this date or such earlier date as shall be certified in writing the President of this Corporation and the Chief Executive Officer of the Animal Rescue League of New Hampshire as the Effective Date.
3. **Resolved.** To amend and restate the Articles of Agreement of this Corporation in the form presented to this meeting, effective as of 30 days from this date or such earlier date as shall be certified in writing by the President of this Corporation and the Chief Executive Officer of the Animal Rescue League of New Hampshire as the Effective Date.
4. **Resolved.** To amend and restate the Bylaws of the Corporation in the form presented to this meeting, effective as of 30 days from this date or such earlier date as shall be certified in writing by the President of this Corporation and the Chief Executive Officer of the Animal Rescue League of New Hampshire as the Effective Date.
5. **Resolved.** To set the number of voting Directors of the Corporation until the next Annual Meeting at 5 Directors and, subject to the approval of the Animal Rescue League of New Hampshire, to elect as the elected, voting Directors of this Corporation Anita Burroughs, Les Schoof and that other person whose name appears on the list presented to this meeting and attached hereto as Exhibit A, effective as of 30 days from this date or such earlier date as may be identified in writing by the President of this Corporation and the Chief Executive Officer of the Animal Rescue League of New Hampshire as the Effective Date.
6. **Resolved.** To appoint the Executive Director of this Corporation, Virginia Moore, as non-voting, ex officio members of the Board of Directors of this Corporation, effective as of 30 days from this date or such earlier date as may be identified in writing by the President of this Corporation and the Chief Executive Officer of the Animal Rescue League of New Hampshire as the Effective Date.
7. **Resolved.** To approve the selection by the Animal Rescue League of New Hampshire of Anita Burroughs and Les Schoof, members of this Corporation's Board of Directors, to be members of the Board of Directors of the Animal Rescue League of New Hampshire as the representatives of this Corporation, effective as of 30 days from this date or such earlier date as shall be certified in writing by the Chief Executive Officer of this Corporation and the President of Conway as the Effective Date.
8. **Resolved.** To authorize the President of this Corporation to take any and all such other and further actions and to execute such documents as may be necessary and appropriate to effect the affiliation with the Animal Rescue League of New Hampshire.