



Amended and Restated

BYLAWS OF THE ANIMAL RESCUE LEAGUE OF NEW HAMPSHIRE- North

Article I

Articles of Agreement

The name of the Corporation, the objects for which it is established, the nature of the business to be transacted by it, and the location of its principal place of business shall be as set forth in the Articles of Agreement, as from time to time amended, and in these Bylaws. The powers of the Corporation and of its directors, and all matters concerning the conduct and regulation of the business of the Corporation, shall be subject to such provisions in regard thereto, if any, as are set forth in said Articles of Agreement, which are hereby made a part of these Bylaws.

Article II

Objects and Purposes

This Corporation is not organized for profit and shall not have authority to issue capital stock. The assets and income of this Corporation shall be used only for the objects and purposes stated herein and in the Articles of Agreement. This Corporation shall at no time engage in any enterprise, business, or transaction for the purpose of making or securing a profit to its directors or officers. No part of the earnings of this Corporation shall inure to the benefit of any individual. This Corporation is formed for the following objects and purposes, in addition to those set forth in the Articles of Agreement.

- a) to promote and foster the humane treatment of animals;
- b) to rescue animals from injury, abuse, neglect, and abandonment; giving them shelter, food and proper care while seeking to place them in good homes;
- c) for the accomplishment of the objects and purposes herein stated, to acquire, hold, own, manage, lease, mortgage, or likewise dispose of real and personal property of every kind and character; to accept gifts thereof from living persons and by will or otherwise; and to exercise all the rights, powers, and privileges of a natural owner of any such property; and
- d) to do all other acts and things permitted by the statutes under which this Corporation is formed, which shall at any time seem to its Board of Directors conducive to, or expedient for, the better accomplishment of these objects and purposes.

Article III

Members

- 3.1 Voting Member: The sole voting member of the Corporation shall be the Animal Rescue League of New Hampshire (the “ARL”).
- 3.2 Non-Voting Members: The Corporation shall also have non-voting members who qualify therefore by paying dues in such amount as is determined annually by the Board of Directors. Membership dues shall be for one year.

Article IV

Board of Directors

- 4.1 Number. The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) voting members, including ex officio members, the number to be established from time to time by the by the directors in office. The President/Chief Executive Officer of the ARL and one other ARL Board member (to be designated from time to time by the ARL Board) shall be ex officio, voting members of the Board. In addition, this Corporation’s Executive Director and, at the option of this Board, one other management level employee selected by this Board, shall be ex officio, non-voting member(s) of the Board of Directors.
- 4.2 Nomination and Election of Elected Directors. All elected members of the Board of Directors shall be elected at the annual meeting by majority vote of the voting members of the Board whose terms are not then expiring. However, before an elected member of the Board may be seated, his or her name shall be submitted to the ARL Board of Directors, which shall have the right to disapprove of the proposed member. If the ARL Board disapproves of a candidate, this Board may seat the candidate only by a unanimous vote of all its voting members (except the candidate if he/she is then a sitting member of this Board). If such a candidate is not so confirmed by this Board, a second candidate (or a third or subsequent candidate, if necessary) may be proposed by this Board until one of its candidates has been approved by the ARL Board. The failure of the ARL Board to disapprove of a candidate within thirty (30) days of submission of his or her name shall be deemed an approval of the candidate.
- 4.2 Term Limits. A term for elected directors consists of three (3) years. No elected director shall serve more than two (2) consecutive three-year terms. Provided, however, that a term year shall not apply as against a director’s three-year term during any term year where such director is serving as an officer of the Board. And further provided that even when an elected director has served as an officer of the Board, under no circumstances shall that director serve more than twelve (12) consecutive years on the Board. Under circumstances where a director’s membership is terminated as the result of the provisions of this paragraph, one (1) full year must expire before the director is eligible for re-nomination to the Board.

4.3 Tenure. Each elected director shall hold office until the adjournment of the annual meeting in the year his or her term expires and his or her successor is elected or until he or she sooner dies, resigns, is removed or becomes disqualified.

4.4 Powers. The affairs of the Corporation shall be directed and managed by the Board of Directors who shall have and may exercise all the powers of the Corporation, subject, however, to the right of the ARL, acting through its Board of Directors, to disapprove of the following actions by a two-thirds (2/3) majority vote of the entire ARL Board taken within thirty (30) days of written notification of such a proposed action to the ARL Chief Executive Officer and the ARL Board:

a) the adoption of or any material change to this Corporation's annual operating and capital budgets;

b) any capital expenditure not included in this Corporation's capital budget;

c) the sale or other transfer of this Corporation's real or personal property having a fair market value of \$ 5,000 or such higher threshold as may be determined, from time to time, by ARL;

d) the lease by or to this Corporation of any real or personal property for a period exceeding one (1) year or such longer threshold as may be determined, from time to time, by ARL;

e) any corporate merger, consolidation, dissolution or reorganization or the sale or transfer of all or substantially all of this Corporation's assets or an affiliation in which this Corporation takes a controlling interest in another organization whether by stock ownership, membership or otherwise;

f) the incurrence of new indebtedness payable (a) in more than the normal twelve month operating cycle or (b) in excess of \$5,000 or such higher threshold as may be determined, from time to time, by ARL;

g) any significant addition to or deletion from or changes in a major service offered by this Corporation which would have a materially adverse effect upon its operating budget;

h) the adoption of or any change to a strategic plan, marketing plan or major fund-raising project of this Corporation;

i) any change in this Corporation's fiscal year or its material accounting practices; or

j) any amendment to this Corporation's Articles of Agreement or Bylaws.

4.5 Executive Committee. The Chair shall appoint, with the consent of the Board of Directors, an Executive Committee consisting of the Chair, Vice-Chair, Treasurer and Secretary (all ex officio), and one (1) additional director. The Executive Committee shall, between meetings of the Board of Directors, have all of the powers of the Board of Directors, unless otherwise specifically directed by the Board of Directors. The

Executive Committee may appoint from its members a subcommittee of three (3) or more who shall have charge of the investments of the Corporation.

- 4.6 Committees. In addition to the Executive Committee, the Chair may appoint the members and chairpersons of other committees which may, from time to time, be established by the Board of Directors. The Board may delegate to its committees any or all of its duties, subject, however, to review and approval by the Board as a whole. Unless the Chair otherwise designates, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the Board of Directors. The members and chairpersons of any committees shall serve in such capacities at the discretion of the Chair.
- 4.7 Suspension or Removal. An elected director may be suspended or removed by this Board without cause by a vote of two-thirds of the voting directors then in office (except for the director in question), or by the ARL Board with cause by a vote of two-thirds of the voting ARL directors then in office (except for the director in question if the director is also a director of the ARL Board). In either case, suspension or removal of a director shall require reasonable notice and opportunity to be heard.
- 4.8 Resignation. An elected director may resign by delivering his or her written resignation to the Chair, Vice-Chair, Treasurer, or Secretary of the Corporation, to a meeting of the directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.
- 4.9 Vacancies. Any vacancy in an elective position on the Board of Directors shall be filled in the manner prescribed for initial elections by Section 4.2. Each successor shall hold office for the balance of the term of the director whose position became vacant or until he or she sooner dies, resigns, is removed or becomes disqualified. The Board of Directors shall have and may exercise all of its powers notwithstanding the existence of one or more vacancies in their number.
- 4.10 Regular Meetings. Regular meetings of the Board of Directors may be held at such places and at such times as the Chair may determine. An annual meeting of the Board of Directors shall be held during the months of October or November in each year at a time and place to be determined by the Chair, but prior to the annual meeting of the ARL.
- 4.11 Special Meetings. Special meetings of the Board of Directors shall be held at any time and at any place when called by the Chair or upon the written request of four (4) or more directors to the Chair.
- 4.12 Call and Notice
- a) Regular Meetings. No call or notice shall be required for regular meetings of directors, provided that reasonable notice (i) of the first regular meeting following the determination of the times and places for regular meetings shall be given to absent members and (ii) specifying the purpose of a regular meeting shall be given to each director if there is to be considered at the meeting contracts or transactions of the Corporation with interested persons, amendments to these Bylaws, or the removal or suspension of a director or an officer.

- b) Special Meetings. Reasonable notice under all the circumstances of the time and place of special meetings of the directors shall be given to each director. Such notice need not specify the purposes of the meeting, unless there is to be considered at the meeting contracts or transactions of the Corporation with interested persons, amendments to these Bylaws, or the removal or suspension of a director or an officer.
 - c) Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a director either (i) to send notice by mail or email at least forty-eight (48) hours before the meeting addressed to that director at his or her usual or last known business or residence address or email address, respectively, or (ii) to give notice to that director in person or by telephone at least twenty-four (24) hours before the meeting.
 - d) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice is executed by that director (or that director's attorney thereunto authorized) before or at the meeting and is filed with the records of the meeting, or to any director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that director. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.
- 4.13 Quorum. At any meeting of the Board of directors, a majority of the voting directors then in office shall constitute a quorum. At any meeting of the Executive Committee or any other committee, a majority of that committee's voting members shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
- 4.14 Action by Vote. When a quorum is present at any meeting of the Board of Directors or any committee, a majority of the voting members of the Board or of that committee then present and voting shall decide any question, unless otherwise specifically required by law or provided in the Articles of Agreement or these Bylaws. Board members participating in meetings by a teleconference call shall be considered to be in attendance.
- 4.15 Action by Writing, by Email or by Telephone. Any action required or permitted to be taken at any meeting of the directors or any committee may be taken without a meeting (a) if all of the voting directors or voting members of such committee consent to the action in writing or by electronic transmission (email) and the written/emailed consents are filed with the records or the meeting; or (b) if a quorum is established by conference telephone or other such communication and a majority of the voting members of the Board or of that committee then participating in the call and voting shall vote in favor of the action. For votes by written or email consent, the date of record for the vote will be the date of the last vote received.
- 4.16 Non-voting Members. Consultants may be appointed to the Board of Directors by a majority vote of the Board of Directors. Consultants shall have no voting rights.

4.17 Absence.

- a) Attendance. Directors are expected to attend each regularly scheduled meeting, unless advance notification for good reason is provided to the Board Chair or Vice-Chair. The voting rights of a director who is absent without prior notification from two (2) consecutive meetings or misses four or more meetings over the course of any twelve (12) month period shall be suspended upon notice thereof from the Chair until such time as the Board shall vote upon whether the director is to be removed from his or her position as a director.
- b) Leave of Absence. A director may request a temporary leave of absence from his or her Board duties on account of illness, injury, military service, childcare, pregnancy, adoption, care for a parent or spouse or other personal hardship or circumstance by submitting a request in writing to the Board Chair. Such request shall be considered by the full Board or the Executive Committee, as the case may be, at its next regularly scheduled meeting. A leave of absence may be granted for up to a one year period. At the end of the leave of absence period, the director may return to the Board and continue to serve out the remainder of his or her term.

4.18 Conflict of Interest Policy

- a) Duty to Disclose. Each new director, prior to taking his or her position on the Board, shall file with the Board a written list of all businesses or other organizations of which this director or the members of his or her immediate family (spouse or dependent children or parents) is an officer, director, trustee, owner (either as a sole proprietor, partner or major shareholder) or employee, with which this Corporation has, or might reasonably in the future have, a financial relationship which could cause the director to have a conflict of interest. The officers of the Board shall become familiar with the statements of all directors in order to be aware of any potential conflicts that might arise. Each director is responsible for keeping the Board up-to-date with respect to any changes to his or her list.
- b) Voting. At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected director shall make known the potential conflict, whether disclosed by his or her written statement or not, and after answering any questions that might be asked of this director, shall withdraw from the meeting for so long as the matter shall continue under discussion and shall not vote on the matter. In addition, other directors who themselves or whose immediate family have had pecuniary benefit transactions with this Corporation within the previous 12 months or who anticipate such a transaction in the foreseeable future, shall also withdraw from the meeting and shall not participate in the discussion or vote on the matter.

ARTICLE V

Elected Officers

- 5.1 Number and Qualification. The elected officers of the Corporation shall be the Chair of the Board of Directors, Vice-Chair of the Board of Directors, Treasurer and Secretary, and such other officers, if any, as the Board of Directors may determine. No person may hold more than one office at the same time. Only the Chair and Vice-Chair need to be members of the Board of Directors to hold office.
- 5.2 Election. The Chair, Vice-Chair, Treasurer, and Secretary shall be elected annually by the Board of Directors at their annual meeting. Other officers, if any, may be elected by the Board of Directors at any time and from time to time.
- 5.3 Tenure. The Chair, Vice-Chair, Treasurer and Secretary shall hold office until his or her successor is chosen and qualified, and each other officer shall hold office until the next annual meeting of the Board of Directors or as otherwise prescribed by the Board; or, in each case, until he or she sooner dies, resigns, is removed, or becomes disqualified. No person shall serve as Chair for more than three consecutive terms.
- 5.4 Suspension or Removal. Any elected officer may be suspended or removed without cause by vote of two-thirds of the directors then in office (other than the officer in question if he or she is also a director). An elected officer may be removed only after reasonable notice and opportunity to be heard.
- 5.5 Duties. The duties and powers of the elected officers shall be as follows:
- a) Chair of the Board of Directors. The Chair of the Board of Directors shall preside at all meetings of the directors. The Chair shall perform all other duties incident to the office of the Chair and shall have such other powers and duties as may be determined by the Board of Directors and these Bylaws.
 - b) Vice-Chair of the Board of Directors. In the absence of the Chair or in the event of the Chair's inability, unavailability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all of the powers of and be subject to all restrictions upon the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned by the Chair or by the Board of Directors.
 - c) Treasurer. If required by the Board of Directors of the Corporation, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for the Corporation's financial affairs, funds, securities, and valuable papers and shall keep or cause to be kept full and accurate records thereof; receive and give or cause to be given receipts for monies due and payable to the Corporation from any source whatsoever, and deposit or cause to be deposited all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with these Bylaws; and, in general, perform all of the other duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or the Board of Directors.

- d) Secretary. The secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the Corporation's books and records; and, in general, perform all the other duties incident to the office of Secretary and such other duties as may from time to time be assigned by the Chair or the Board of Directors. The Secretary shall also act as agent for service of legal process upon the Corporation and shall see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal, is duly authorized in accordance with the provisions of these Bylaws.

ARTICLE VI

Executive Director

- 6.1 General. At the option of the ARL Board and for so long as it deems appropriate, the Executive Director of this Corporation shall be the ARL Chief Executive Officer. If and when the ARL Board chooses not to have its Chief Executive Officer be this Corporation's Executive Director, the Board of Directors of this Corporation may, subject to the approval of the Chief Executive Officer of the ARL, employ and determine the compensation of an Executive Director who shall, subject to policies and directives determined by the Board, be responsible for the general operation of the Corporation.
- 6.2 Powers and Duties. The powers and duties of the Executive Director shall include:
- a) preparation and submission of an annual budget, showing expected receipts and expenditures;
 - b) selection, employment, control and discharge of employees of the Corporation and the development and maintenance of employee personnel policies and practices;
 - c) maintenance of the physical properties of the Corporation in a good state of repair and operating condition;
 - d) supervision of the business affairs of the Corporation to insure that funds are collected and expended to the best advantage of the Corporation;
 - e) preparation and presentation to the Board or an appropriate committee thereof of periodic reports reflecting the activities of the Corporation and preparation and submission of such special reports as may be, from time to time, required by the Board or its committees;
 - f) attendance at all meetings of the Board and, either personally or through a representative, its committees unless excused therefrom (but the Executive Director shall not vote unless otherwise a member of the committee);
 - g) execution of all contracts and other legal documents on behalf of the Corporation, unless some other person is specifically designated by the Board, by

law or pursuant to an administrative policy addressing contracts and expenditure approval levels;

- h) performance of such other duties as may be assigned by the Board or its committees or as may be appropriate to the interests of the Corporation.

6.3 Removal. So long as the ARL Chief Executive Officer is not the Executive Director of this Corporation, the Executive Director may be removed from office and terminated as an employee by the Board of Directors without cause by a two-thirds vote of the members of the Board present and voting on the matter at a meeting where a quorum is present, subject, however, to approval by the ARL Chief Executive Officer.

ARTICLE VII

Indemnification

The Corporation shall indemnify its directors, officers and committee members and its former directors, officers and committee members, and may indemnify the present and former directors, officers and committee members of the Corporation's wholly owned subsidiaries, and their respective heirs, executors and administrators, against all judgments and assessments and reasonable costs and expenses, including attorney's fees, incurred by or imposed upon them in connection with any action, suit or proceeding to which they may be made a party or with which they shall be threatened by reason of their being or having been directors, officers or committee members of the Corporation, except with respect to matters as to which they shall finally be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of their duties as directors, officer or committee member. The Corporation shall have the right, but not the duty, to assume the defense of such director, officer or committee member or former director, officer or committee member in any such action, suit or proceeding. In the event that the Corporation does not assume the defense, the Corporation's liability for indemnification in the event of a proposed settlement of the action, suit or proceeding shall be conditioned upon the Corporation's express written approval of the settlement. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any director, officer or committee member may otherwise be entitled as a matter of law or contract.

ARTICLE VIII

Third Parties

These Bylaws shall not be construed to be for the benefit of third parties and are not intended to create any rights or interests in behalf of any other person or entity.

ARTICLE IX

General Provisions

9.1 Annual Statement. The Chair shall present at each annual meeting of the Board of Directors and at any special meeting of the Board of Directors, when called for by vote of

the directors, a full and clear statement of the business and the condition of the Corporation.

- 9.2 Execution of Papers. Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the Corporation shall be signed by the Chair or by the Treasurer.
- 9.3 Depositories. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- 9.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Corporation.
- 9.5 Property. All property of the Corporation including, but not limited to, keys, passwords, files, documents, data, or reports (complete or incomplete, hard copy or electronic format) in the possession of a departing director or officer shall be turned over to the Corporation.
- 9.6 Rules and Regulations. Any person may propose, and the Board of Directors may adopt, such rules and regulations as may be necessary and proper to further the objects and purposes of the Corporation; provided, that same shall not be inconsistent with the provisions of the Articles of Agreement or these Bylaws.
- 9.7 Personal Liability. The directors and officers of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Corporation.
- 9.8.1 Amendments. Subject to Section 4.3(j) hereof, these Bylaws may be amended or repealed, in whole or in part, by a vote of two-thirds of all of the voting members of the Board of Directors. Not later than the time for giving notice of the meeting of the Board of Directors next following the amending or repealing of any Bylaws, notice thereof, stating the substance of such change, shall be given to all directors.
- 9.9 Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31.

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