

BYLAWS OF BUFFALO COMPANION ANIMAL NETWORK

A NEW YORK NONPROFIT CORPORATION

ARTICLE I

ORGANIZATION

1.1 Mission:

Our mission is to promote and protect the health, safety, and welfare of pets and people in The City of Buffalo, NY, and surrounding areas including contiguous counties, to encourage and supply responsible population control, and to undertake educational efforts aimed at promoting the well-being of animals and developing guidelines that ensure proper animal stewardship.

1.2 Name:

The name of this organization shall be Buffalo Companion Animal Network, a Non-Profit Corporation organized under the laws of the State of New York, and shall hereafter be referred to as "Buffalo CAN."

1.3 Change of Name:

The organization may at its pleasure change its name by vote as specified in the Governance provisions of its Bylaws.

1.4 Activity Restrictions:

Certain activities by Buffalo CAN shall be prohibited:

1.4.1 No Political Campaigning

Buffalo CAN shall not engage in any political campaign activities in support of or in opposition to any candidate for public office. Although individual members may engage in such activities, they may do so only in their capacity as individual citizens or members of other organizations. Buffalo CAN's members, its Vice President of Operations, Committee Members, and Members of the Board of Directors may not engage in political campaign activities in any way representing or under the auspices of Buffalo CAN.

1.4.2 No Animal Theft

Buffalo CAN shall neither support nor engage in any activities in which it knowingly engages in the theft of animals. Such activities, even in the interest of animal welfare, are prohibited.

1.4.3 No Willful Destruction of Property

Buffalo CAN shall neither support nor engage in any activities in which property is willfully, knowingly, and intentionally destroyed. It makes no difference whether such property is public or private.

ARTICLE II

GENERAL PROVISIONS

2.1 Provision for Bylaws:

The following provisions shall constitute the general operating Bylaws of Buffalo CAN, and shall be in lieu of all Bylaws previously in force and any previously in force are therefore now repealed.

2.2 References in the Bylaws:

Words and phrases specifying or naming any Officer, Board Member, Vice President of Operations, Board, or Committee of Buffalo CAN shall be construed as including the lawful successor, or the person or persons having the powers and performing the duties of such Officer, Board Member, Vice President of Operations, Board, or Committee.

2.3 Changes to the Bylaws:

Any and all of these Bylaws may be repealed or amended, or additional Bylaws may be adopted, by authority of the Board of Directors, subject to the provisions set out in these Bylaws.

ARTICLE III

OFFICES

3.1 Principal Office:

The Principal office of Buffalo CAN shall be located at the address of its President. The Board of Directors may change the principal office when it so desires in accordance with Section 5.8.7..

3.2 Other Offices:

Buffalo CAN may also have offices in other places as the Board of Directors may determine or the business of Buffalo CAN may require.

ARTICLE IV

MEMBERSHIP

4.1 Membership Categories:

Membership in Buffalo CAN may come in the categories of Individual, General, and Supporting. Categories of membership may be added or deleted by the Board of Directors with the exception that deletion of categories provided for in this article constitutes an amendment of these Bylaws and such a deletion must conform to the provisions of Article IX.

4.2 Individual Membership:

Buffalo CAN shall strive to encourage as many Individual Memberships as possible. Membership will be solicited and drawn from the public at large, although membership is limited to persons 18 years of age or older. Individual Members shall pay an annual fee as set by the Board of Directors. Individual members shall be issued a membership card by the Secretary as proof of their status. Charter Members, as a special class of Individual Membership, shall be designated. In the event that an Individual Member is deemed to be in violation of the Bylaws or otherwise acts contrary to the General Purpose of Buffalo CAN, membership may be revoked by the

Board of Directors.

4.3 General Membership:

Buffalo CAN recognizes the importance of public input into its decision making and therefore grants General Membership to any person 18 years of age or older living in Erie County, NY, who attends any of its public meetings. The duration of General Membership shall continue at the individual's discretion so long as that person adheres to the guidelines for activities outlined in Section 1.4 of these Bylaws.

4.4 Supporting Membership:

Supporting members are those members who have contributed financially to Buffalo CAN as determined by the Board of Directors. The designation of Supporting Member does not confer any voting rights with respect to Buffalo CAN. The duration of Supporting Membership shall be no longer than five (5) years, and The Board can revoke such membership status at any time in accordance with Section 5.8.7.

4.5 Voting Rights of Members:

For elections of Board Members and for actions presented to the Membership, only current Individual Members may vote. Furthermore, the Individual Member must be in attendance at the meeting at which the action or election is being called. No voting by proxy is allowed, except under exceptional circumstances as approved on a case-by-case basis by the Board of Directors. A voting member may cast only one (1) vote regardless of the number of different memberships held.

ARTICLE V

BOARD OF DIRECTORS

5.1 Powers:

The business of Buffalo CAN shall be managed by and under the direction of the Board of Directors ("The Board"), which shall exercise all powers of Buffalo CAN and do all such lawful acts and things not prohibited by statute, regulation, or by these Bylaws. The Board of Directors may delegate management responsibilities to Officers or Committees of Buffalo CAN, as it deems appropriate to ensure the effective functioning of Buffalo CAN.

5.2 Function:

It shall be the function of the Board of Directors to:

5.2.1 . . . Perform any and all duties imposed on them collectively or individually by law or by these Bylaws.

5.2.2 . . . Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties of all officers, agents, and employees of Buffalo CAN.

5.2.3 . . . Supervise all officers, agents, and employees of Buffalo CAN to assure that their duties are performed properly.

5.2.4 . . . Meet at such times and places as required or permitted by these Bylaws.

5.2.5 . . . Register their mailing addresses, home phone numbers, and email addresses with the Secretary of Buffalo CAN. Notices of meetings sent by U.S Mail or Electronic Mail to them at such addresses shall be valid notices thereof.

5.2.5 . . . Prescribe the duties of any committees.

5.3 Number:

The number of the Board of Directors shall not be less than seven (7) and not be more than eleven (11) unless such numbers are changed by amendment to these Bylaws.

5.4 Composition and Eligibility:

The Board of Directors shall consist minimally of six (7) Officers – President, Vice President of Communications, Vice President of Networking, Vice President of Operations, Secretary, Treasurer, and one (1) At-Large Member. Up to four (4) additional members, called Associates, may also be elected. At least seventy-five percent (75%) of members of the Board of Directors shall live in the area served by Buffalo CAN, defined as Erie County, NY.

5.5 Term of Appointment:

Except as provided for in these Bylaws, members of the Board of Directors shall be elected for three year (3 year) terms. If duly re-elected as provided in these Bylaws, Board members may serve successive terms, and no term limits are set upon them. The exception to the above-specified term limits shall be the first appointments of President, Secretary, and Treasurer, who shall be initially elected for two year (2year) terms, with the first appointments of the remaining Board Members elected for three year (3year) terms. Thereafter, all positions shall be elected for a term of three (3) years.

5.6 Election of Board Members:

Officers of the Board of Directors (President, Vice President for Communications, Vice President for Networking, Vice President of Operations, Secretary, Treasurer) and the At-Large Member shall be elected at the Annual Meeting of Buffalo CAN. Election of Board Members shall be the first order of business, and elections will proceed in the following order: President, Vice President of Communications, Vice President of Networking, Vice President of Operations, Secretary, Treasurer, and At-Large Member. The Board may then proceed to the election of any Associates (up to a maximum of four). Each Board Member must be elected by a majority vote of the voting membership in attendance at the Annual Meeting at the time the vote is called, as provided in Section 4.5 of these Bylaws.

5.6 Duties of Officers:

Members of The Board must attend at least two-thirds (2/3) of the scheduled meetings during their term of appointment. Additional duties are outlined as follows:

5.7.1 President

The President shall act as Chairperson of The Board. As such the President shall reside over all meetings of The Board and the Annual Meeting, and perform other such duties as required by these Bylaws. The President shall also be responsible for establishing the strategic direction of the organization in consultation with other board members. The President shall represent Buffalo CAN in official capacities as appropriate. Finally, the President shall have the authority to make and break ties in voting matters of The Board, as provided in Section 5.9.

5.7.2 Vice President of Communications

The Vice President of Communication shall oversee communications of the organization to ensure that they are consistent with and in furtherance of the purpose and goals of Buffalo CAN as established by The Board and these Bylaws. The Vice President of Communications shall perform all the duties of the President in the absence of the President or inability to serve, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. If the President resigns, the Vice President of Communications shall serve the remainder of the President's term.

5.7.3 Vice President of Networking

The Vice President of Networking shall be the chief liaison for outside organizations and shall be responsible for coordinating activities of Buffalo CAN with outside organizations.

5.7.4 Vice President of Operations

The Vice President of Operations shall oversee the day-to-day management of the business and affairs of Buffalo CAN and shall operate within the parameters established by the Board as part of Buffalo CAN's policies and procedures. In lieu of an appointed Executive Director, the Vice President of Operations shall fulfill the responsibilities outlined in Section 5.7.8 below.

5.7.5 Secretary

The Secretary shall be responsible for all notifications and the issuance of all notices as laid out in these Bylaws or directed by The Board. The Secretary shall also be responsible for recording the minutes of the meetings, resolutions, and the results of all votes. The Secretary shall retain all records of Buffalo CAN, except those retained by the Treasurer as required by these Bylaws, so that they are available upon request to parties or persons with a legitimate interest in reviewing them.

5.7.6 Treasurer

The Treasurer shall be responsible for keeping records of all Corporation financial matters, including but not limited to: membership fees, expenses, expenditures, donations, fundraising, disbursements, and reimbursements. The Treasurer shall also be responsible for ensuring the timely filing of all documents relating to corporate matters as required by law or these Bylaws.

5.7.7 At-Large Member

The At-Large Member will serve as liaison between the Board and the General Membership. The At-Large Member shall have full voting privileges and will fill vacancies on the Board as outlined in Section 5.10 of these by-laws.

5.8 Meetings:

Meetings conducted by the Board of Directors shall conform to the following guidelines:

5.8.1 Types of Meetings

Meetings of the Board of Directors shall be Regular Meetings, an Annual Meeting, and Special Meetings. All meetings shall be held at a place determined by The Board.

5.8.2 Regular Meetings

The Board shall hold a minimum of eight (8) Regular Meetings per year in order to conduct regular business. Written, personal, or email notice shall be given to each member of The Board at least fourteen (14) days in advance.

5.8.3 Annual Meeting of the Membership

Each year, The Board shall convene an Annual Meeting of the membership. The Annual Meeting shall be held not more than three (3) months following the end of each fiscal year, and will be scheduled by the Vice President of Operations after consultation with The Board. The Annual Meeting shall be held for the purpose of electing officers, receiving the Annual Report, summarizing the activities of Buffalo CAN during the preceding year, holding votes on any actions requiring approval of the voting membership, hearing public comment by the membership, and any other business as required by these Bylaws. At least fourteen (14) days in advance of each Annual Meeting of the Membership, the Secretary shall email a notice to each Board Member, Individual Member, and Supporting Member with the last email address known to the Secretary. Board Members shall also receive written notification mailed to their current address. The Secretary shall also arrange some form of public notice to the General Membership.

5.8.4 Special Meetings

Special Meetings of The Board may be called by or at the request of the President, the Vice President of Communications, the Vice President of Networking, the Vice President of Operations, or two (2) or more Board Members. Written notice of any Special Meeting shall be given at least fourteen (14) days in advance to Board Members. Such notice shall be sent by email (provided the Secretary has a workable email address for the Board Member) and also by regular mail to their current address. In the event that a more timely need to meet is necessary, The Board may waive notification as provided in Section 5.8.6.

5.8.5 Executive Session

The Board may meet in closed executive session for discussion of potentially sensitive matters that are not appropriate for open public meeting at the time. The Board shall meet in closed executive session whenever a majority of The Board members present at a meeting so determine. The Board shall not take formal action in executive session. All actions of The Board shall be taken in open public meeting.

5.8.6 Waiver of Notification

Any Board Member may waive notice of any meeting. The attendance of a Board member at a meeting shall constitute a waiver of notice of that meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not called or convened in accordance with these Bylaws. The Board Member may also provide a waiver of notice in writing, signed by the person or persons entitled to such notice and given to the Secretary. For any Regular Meeting, neither the business to be transacted nor the purpose of the Regular Meeting need be specified in such written notice. However, in the case of Special Meetings, the purpose or purposes of the meeting shall be described in the written notice of waiver.

5.8.7 Quorum

At all meetings of the Board of Directors, except as otherwise provided by law, the certificate of incorporation, or these Bylaws, a quorum shall be required for the transaction of business and shall consist of not less than one half of the sitting directors. The vote of a majority of the Board Members present at the time of a vote (provided a quorum is present at such time) shall decide any question that may come before the meeting. A majority of the Board Members present, whether or not a quorum is present, may adjourn any meeting to another time or place without notice other than announcement at the meeting of the time and place to which the meeting is adjourned.

5.8.8 Conduct of Meetings

The latest edition of Robert's Rules of Order shall govern the conduct of all meetings. Because the regular parliamentary procedures outlined in Robert's Rules of Order can be cumbersome for smaller groups, The Board shall, whenever possible, conform to the streamlined provisions contained therein for the conduct of board meetings involving fewer than a dozen or so board members.

5.9 Voting Rights of Board Members:

Each Board Member may cast a single vote on matters before The Board subject to the provisions below:

5.9.1 Exceptions for the President

Since the President presides over meetings of The Board, the President shall be a nonvoting member of The Board. However, the President may cast a vote if such a vote would result in making the vote a tie (tie-making). Similarly, should the vote of The Board be a tie, the President may cast a vote to break the tie (tie-breaking).

5.9.2 Written Notice

Any action required or permitted to be taken by The Board may be taken without a meeting if all Board Members consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents by Board Members shall be filed with the minutes of the proceedings.

5.9.3 Telephone, Video, or Online Conferencing

One or more members of the Board of Directors may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, or communications equipment providing real-time logging of synchronous written communication of all persons (for example, online inter-relay chat). Participation in a meeting by such means shall constitute presence in person at the meeting.

5.9.4 Email Actions

An email discussion and vote is valid, provided that all board members have working email addresses; a date and time for receipt of the final vote is specified; the majority of sitting board members respond by that time; all members voting send their votes to the entire board; and the vote of each Board Member is confirmed by the Secretary by telephone or in person.

5.10 Vacancies:

Should a vacancy occur on The Board by reason of death, resignation, removal, disqualification, end of term, or other reason, the remaining Board Members will continue to act. A vacancy in the position of any Officer of The Board shall be filled by the sitting At-Large Member, unless the At-Large Member is unwilling to fill the vacancy, in which case The Board shall appoint a willing and capable individual selected from among its current Individual Members. The Board must ensure that the replacement fulfills the requirements of these Bylaws (minimum Board number, other Board composition requirements). In the event that the vacancy does not involve an Officer position on The Board and does not render The Board composition in violation of these Bylaws, the remaining Board Members may elect to leave the Board position vacant. Vacancies shall be filled only until the next Annual Meeting of the Membership, at which time elections will be conducted according to these Bylaws.

5.11 Resignations:

Any Board Member may resign at any time by giving written notice to the President or Secretary of The Board. Such resignation shall take effect at the time specified by the President or Secretary, unless the resigning Board Member includes in the written notice a desire for the resignation to take effect "immediately," in which case the resignation will take effect upon receipt by the President or Secretary. Three unexcused absences by a Board Member shall constitute a resignation, and The Board must vote if it is to reject a resignation due to absenteeism.

5.12 Removals:

Except as otherwise provided in these Bylaws, a Board Member may be removed only for certain reasons: (1) a violation of these Bylaws, (2) unethical conduct, (3) failure to perform the duties of their position as outlined in these Bylaws, or (4) other behavior so egregious as to threaten Buffalo CAN's ability to function and/or fulfill its stated purpose. Removal shall require (1) a majority of Board Members vote that the Board Member's behavior is unacceptable under the standards outlined within this Section 5.12; (2) a Special Meeting is called for the sole purpose of allowing the Board Member in question to defend or explain their actions; and (3) a two-thirds (2/3) majority of Board Members in compliance with Section 5.8.7 subsequently votes to remove the Board Member in question.

5.13 Compensation of Board Members:

Board members shall not receive any compensation for their services as Board members of Buffalo CAN. However, Board Members may provide service in another capacity (hereafter referred to as "extracurricular services") and may receive reasonable reimbursement for such services, subject to the ethical provisions specified in Section 5.14 of these Bylaws. Similarly, Board Members may receive reimbursement for reasonable expenses associated with serving on The Board when consistent with Board policy.

5.14 Ethical Considerations and Conflicts of Interest:

Buffalo CAN takes very seriously potential conflicts of interest and the ethical conduct of its Board Members. Recognizing that even the appearance of impropriety can adversely affect its ability to raise money and effectively fulfill its stated purpose, all Board Members should inform The Board as soon as possible of any

actual or potential conflicts of interest. In addition, Board Members are discouraged from seeking reimbursement for services provided to Buffalo CAN outside of their Board responsibilities. However, knowing that Board Members may be in a position to provide services to Buffalo CAN at rates below those normally available to it, reasonable reimbursement is allowed, subject to the following provisions:

5.14.1 Prior Approval for Provision of Services

For a Board Member to receive reimbursement for extracurricular services, the extracurricular services by the Board Member must be approved in advance of the rendering of any such services. Furthermore, the terms of the reimbursement must be specified in the minutes at the time prior approval is granted. This provision applies only to services rendered by Board Members and not other individuals or entities.

5.14.2 Monetary Limits

With respect to reimbursement for services rendered to or on behalf of Buffalo CAN, no sitting Board Member may be reimbursed more than five hundred U.S. dollars (\$500 US) in any single fiscal year without approval of the membership for reimbursement in excess of this limit. Such approval may be obtained by calling for a vote of the voting membership in ballot form sent by U.S. Mail.

ARTICLE VI

COMMITTEES

6.1 Committees Formed by The Board:

The Board of Directors may form one or more committees by a resolution passed by a majority of the Board Members, and The Board may designate and delegate authority to such a committee to manage certain affairs of Buffalo CAN. However, the designation of such committees and the delegation to any committee of authority shall not operate to relieve the Board of Directors, or any individual Board Member, of any responsibility imposed by law or these Bylaws. Committees formed may include, but not be limited to, the following:

6.1.1 Nominating Committee

The Board Nominating Committee shall be composed of the Secretary, who shall serve as Chair, and at least two additional Board members. The Board Nominating Committee shall solicit individuals for nomination to serve as Board Members, verify the qualifications of Board candidates under these Bylaws, and make nominations of qualified candidates for election to The Board. The Board Nominating Committee shall also be responsible for making nominations for candidates to fill vacancies on the Board of Directors.

6.1.2 Audit Committee

The Audit Committee shall consist of no less than three members and shall have responsibility for overseeing the financial practices of Buffalo CAN. Members of the Audit Committee may or may not be members of Buffalo CAN, and shall be appointed by the Board of Directors for three-year (3-year) terms. In no case shall a Board Member or an employee of Buffalo CAN be allowed to serve on the Audit Committee. At the end of each fiscal year and prior to the upcoming Annual Meeting, the Secretary with assistance from the Vice President of Operations shall make available to the Audit Committee the financial and budgetary records of Buffalo CAN for review. The Audit Committee shall then report to the membership at the Annual Meeting.

6.2 Membership-Initiated Committees:

Members of Buffalo CAN may self-organize committees as they see a need. However, such a committee may not formally take any action on behalf of or represent Buffalo CAN without recognition by The Board. Only the Board of Directors may designate and delegate authority to any committee. As such, informal committees organized by the membership are free to meet, prepare proposals or other written materials, and seek information relevant to Buffalo CAN's stated purpose, but such a committee must be recognized by The Board and certain authority granted to it before the committee may act on behalf of Buffalo CAN or the Board of Directors.

ARTICLE VII

INDEMNIFICATION

7.1 Standards for Indemnification:

Unless expressly prohibited by law, Buffalo CAN shall indemnify any Board Member or Officer, his or her heirs, successors and/or assigns, made or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative, or investigative), by reason of the fact that such person is or was a Board Member, Director, Officer, Employee, or Agent of Buffalo CAN or serves or served any other enterprise at the request of Buffalo CAN (all of such persons being subsequently referred to in these Bylaws as a "Corporate Functionary"), against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of Buffalo CAN and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful, except that no indemnification shall be made in relation to matters as to which such person shall have been finally adjudged in such action, suit, or proceeding to be liable to Buffalo CAN. The Corporation shall provide indemnification in connection with an action or proceeding (or part of) initiated by a Director or officer of the Board only if such action or proceeding (or part thereof) was authorized by the Board.

7.2 Authorization Requirements:

Any indemnification under this Section shall be made by Buffalo CAN only as authorized in the specific case upon a determination that indemnification of the Corporate Functionary is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Section. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum of disinterested Board Members or (2) if such a quorum is not obtainable, or, even if obtainable if a quorum of disinterested Board Members so directs, by independent legal counsel in a written opinion.

7.3 Extent of Indemnification:

The rights of indemnification provided for in this Section shall be in addition to all rights to which any Corporate Functionary may be entitled under any agreement or as a matter of law or otherwise, and shall inure to the benefit of the Corporate Functionary's estate, heirs, executors and administrators. If this Section or any portion hereof shall be invalidated on any ground by a court of competent jurisdiction, Buffalo CAN shall nevertheless indemnify each Corporate Functionary to the full extent permitted by any applicable portion of this Section that shall not have been invalidated.

7.4 Insurance Option:

Buffalo CAN may purchase and maintain insurance on behalf of any Corporate Functionary against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his status as such, whether or not Buffalo CAN would have the power to indemnify him against such liability under the provisions of this Section.

7.5 Availability and Interpretation:

To the extent permitted under applicable law, the rights of indemnification provided in this Article VII, (a) shall be available with respect to events occurring prior to the adoption of this Article VII, (b) shall continue to exist after any rescission or restrictive amendment of this Article VII with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the Director or officer of the Board (or, if applicable, at the sole discretion of the testator or intestate of such Director or officer of the Board seeking such rights), on the basis of applicable law in effect at the time such rights are claimed, and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the Director or officer of the Board for whom such rights are sought were parties to a separate written agreement.

7.6 Other Rights:

The rights provided in this Article shall not be deemed exclusive of any other rights to which any Director or officer of the Board or other person may now or later be otherwise entitled, whether contained in the certificate of incorporation, these by-laws, a resolution of the Board of Directors, or an agreement providing for such

indemnification, the creation of such other rights being expressly authorized here. Without limiting the generality of the foregoing, the rights of indemnification provided in this Article shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any Director or officer of the Board or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred or in connection with in whole or in part.

7.7 Severability:

If this Article or any part shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article shall remain fully enforceable. Any payments made pursuant to this Article shall be made only out of funds legally available.

ARTICLE VIII

CORPORATE FINANCE

8.1 Corporate Funds.

The funds of the Corporation shall be deposited in its name with such banks, trust companies, brokerage firms or other depositories as the Board may from time to time designate. All checks, notes, drafts and other negotiable instruments of the Corporation shall be signed by such officer or officers of the Board, agent or agents, employee or employees as the Board from time to time may designate. No officers of the Board, agents or employees of the Corporation, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the Corporation or to bind the Corporation thereby, except as provided in this section.

8.2 Investment of Endowment.

The Board may contract with any independent investment advisor, investment counsel or manager, of a national or insured state bank or trust company to act in place of said Board in investment and reinvestment of the endowment fund of the Corporation or to provide security custodial services. The Board is further authorized to pay reasonable compensation for such investment advisory, management or security custodial services. Each such contract shall provide that it may be terminated by the Board at any time, without penalty, upon not more than sixty (60) days notice.

8.3 Agents.

The Board may employ and pay the reasonable compensation of accountants, legal counsel, and other professional and clerical help as it may deem necessary and proper.

8.4 Fiscal Year.

The fiscal year of the Corporation shall end on _____ in each year unless otherwise provided by the Board of Directors.

8.5 Loans to Directors and Officers.

No loans shall be made by the Corporation to its Directors or officers of the Board.

8.6 Gifts.

The Board or any authorized officer of the Board, employee or agent of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest or devise for any general or special purpose or purposes of the Corporation.

Section 7. Income from Corporate Activities.

All income from activities of the Corporation shall be applied to the maintenance, expansion or operation of the lawful activities of the Corporation.

Section 8. Audit.

The books and financial records of the Corporation shall be audited at least annually by a certified public accountant or firm of certified public accountants selected for that purpose by the Board of Directors.

Section 9. Accounting.

At any time during its existence, the Society may compel an accounting to it by the Corporation, and may

enforce its rights as a beneficiary organization against the Corporation in a court possessing equity jurisdiction.

ARTICLE VIII

REVISIONS OF THE BYLAWS

8.1 Amendments to the Bylaws:

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the Board Members followed by a simple majority ratification of the voting members present at the next Annual Meeting or special meeting of the membership. However, at least fourteen (14) days notice shall be given to Board Members of the intention to alter, amend, repeal, or to adopt new Bylaws at such meetings. Such notification must also conform to the provisions of Section 5.8 set forth in these Bylaws for the type of meeting at which action is planned. The membership must also be notified of the intention to alter, amend, repeal, or to adopt new Bylaws as part of notifications for the Annual Meeting as specified in Section 5.8 of these Bylaws.

8.2 Review of the Bylaws:

These Bylaws shall be reviewed every three years at the Annual Meeting beginning in 2006.