

BY-LAWS OF SEMINOLE HUMANE SOCIETY, INC.

ARTICLE A- NAME

Section 1. The name of the Corporation shall be Seminole Humane Society, Inc.

ARTICLE B- PLACE OF BUSINESS

Section 1. The place of business shall be designated by the Board of Directors or President. The mailing address shall be P.O. Box 88, Seminole, OK 74818.

ARTICLE C- MEMBERSHIP

Section 1. Membership in the Corporation shall be open to any person who has a sincere interest in the prevention of cruelty to animals and wants to promote responsible pet ownership in Seminole, Oklahoma, and surrounding communities.

ARTICLE D- MEETINGS

Section 1. There shall be an annual meeting of the Corporation once each year at a place designated by the Board of Directors at which time the Board of Directors and Officers shall be elected, and any business properly coming before such meeting may be transacted.

Section 2. Special meetings of the members of this Corporation, to be held at a place designated by the Board of Directors or President, may be called at any time, by the President, and in their absence, by the Board of Directors.

Section 3. Notice of the time of any annual or special meeting shall be given in writing by the Board of Directors to each member in good standing at least ten (10) but not more than thirty (30) days before the date of such meeting. If the meeting is a special meeting, the notice so given shall state the time, place and purpose of such meeting.

Section 4. The President, or in their absence, the Vice-President, shall preside at all such meetings.

Section 5. At every such meeting each member of the Corporation in good and regular standing shall be entitled to cast one vote.

Section 6. A quorum for the transaction of business at any such meeting shall consist of a majority of the individuals comprising the Board of Directors.

Section 7. The members of this Corporation shall have power, by a majority vote at any such meeting, to remove any Director or Officer from office.

ARTICLE E DIRECTORS

Section 1. The business and property of the Corporation shall be managed by a Board of Directors not to exceed fifteen (15), who shall be elected by the members for a term of two years. Each Director shall be an adult member in good standing.

Section 2. The regular meetings of the Directors shall be held at a place designated by the Board of Directors immediately after the adjournment of each annual membership meeting.

Section 3. Special meetings of the Board of Directors to be held at a place designated by the Board of Directors may be called by the President and, in their absence, by the Vice-President, or by any three members of the Board. Special meetings of the Board may be held without notice, at any time and place. Notice of all regular and special meetings, except those by unanimous consent, shall be given at least ten (10) days prior to the time fixed for the meeting.

Section 4. A quorum for the transaction of business at any regular or special meeting of the Directors shall consist of a majority of members of the Board.

Section 5. The Directors shall elect the Officers of the Corporation. Such election to be at the Director's meeting following each annual membership meeting. Officers may be removed at any time by a two-thirds (2/3) vote of the full Board of Directors.

Section 6. Vacancies in the Board of Director's may be filled by decision of the remaining Directors at any regular or special Directors meeting.

Section 7. At each annual membership meeting the Directors shall submit a statement of the business done during the preceding year together with a report of the condition of its tangible property and of the general financial condition of the Corporation.

ARTICLE F- OFFICERS

Section 1. The Officers of this Corporation shall be a President, Vice-President, Secretary and a Treasurer, who shall be elected for a term of two (2) years and shall hold office until their successors are duly elected and qualified. No one shall be eligible for the office of President or Vice-President who is not a Director of the Corporation and any such Officer who ceases to be a Director,

shall cease to hold office as President or Vice-President as soon as their successor is elected and qualified. The offices of Secretary and Treasurer may be held by one person. Each officer shall be an adult member in good standing.

Section 2. The President shall preside at all meetings of Directors and of the membership, shall sign all written Contracts for the Corporation and shall perform all such other duties as are incident to their office. In the case of the absence or disability of the President, their duty shall be performed by the Vice-President.

Section 3. The Secretary shall issue notices of all Director's and membership meetings and shall attend and keep the minutes of the same, shall have charge of all corporate books, records and papers, shall be custodian of the Corporate Seal, shall attest with their signature and impress with the Corporate Seal all written Contracts of the Corporation and shall perform all such other duties as are incident to their office.

Section 4. The Treasurer shall have custody of all money and securities of the Corporation . The Treasurer and the President shall have authority to sign checks of the Corporation. Checks can be signed by one or the other and are not required to be signed jointly. The Treasurer shall make a report of the general financial condition of the Corporation at each annual meeting of the membership

ARTICLE G- AMENDMENTS

Section 1. Amendments to these By-laws may be made by a vote of the majority of the members present at any annual meeting of the membership, or at any special meeting thereof, when the proposed amendment has been set out in a notice of the meeting.

Adopted the _____ day of _____, 2010.

_____, President

ATTEST:

_____, Secretary