

BY-LAWS

OF

FRIENDS OF STRAYS, INC.

A Florida Corporation Not For Profit

ARTICLE I

GENERAL

A. Name. The name of the Corporation shall be FRIENDS OF STRAYS, INC.

B. Principal Office. The principal office of the Corporation shall be 625 - 66th Avenue South, St. Petersburg, or such other place as the Board of Directors may from time to time designate.

C. Purpose. The Corporation is organized to promote and provide spaying, neutering, temporary care and shelter to stray animals leading to adoption where possible, with emphasis on educating the general public and school children in the care and welfare of all animals.

ARTICLE II

SEAL

A. Generally. The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporation Not For Profit". Said seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, printed, drawn or otherwise reproduced.

ARTICLE III

DIRECTORS

A. Number and Term. The number of Directors which shall constitute the entire Board of Directors shall be nine (9). At the first annual meeting of the members of the Corporation following the adoption of these By-Laws, three (3) Directors shall be elected for a one (1) year period, three (3) Directors shall be elected for a two (2) year period and three (3) Directors shall be elected for a three (3) year period. Each Director shall hold office until the end of his term or until his successor shall be elected and shall qualify. At all future annual

meetings of the members of the Corporation following the first meeting after the adoption of these By-Laws, three (3) Directors shall be elected for a three (3) year period, or until their successors shall be elected and shall qualify. No person may be nominated for the position of Director who has not submitted a written consent to be nominated and to serve if elected.

B. Qualification. In order to qualify as a member of the Board of Directors, an individual must be a member in good standing of the Corporation and must have served as, an active volunteer on behalf of the Corporation for at least one (1) year prior to being elected as a Director.

C. Vacancy and Replacement. If the office of any Director shall become vacant by reason of death, resignation, disqualification, removal from office or otherwise, a majority of the remaining Directors, though less than a quorum, at a special meeting of Directors duly called for that purpose, shall choose a successor, who shall hold office for the unexpired term in respect to which such vacancy occurred.

D. Removal. Any member of the Board of Directors may be removed from office with or without cause by a majority of the voting members of the Corporation. A special meeting of the members to remove a Director may be called by ten (10%) percent of the voting members giving notice of the meeting in accordance with Article VII of these By-Laws. No Director shall continue to serve on the Board if during his term of office his membership in the Corporation shall be terminated for any reason.

E. Resignation. A Director may resign his office at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some time be fixed in the resignation, and then from that date. The acceptance of a resignation by the Corporation shall not be required to make it effective.

F. Powers. The property and business of the Corporation shall be managed by the Board of Directors, who may exercise all corporate powers not specifically prohibited by statute and the Articles of Incorporation.

G. Meetings. Meetings of the Board of Directors shall be held as follows:

1. On the same day and immediately following each annual meeting of the members of the Corporation, the annual meeting of the Board of Directors shall be held for the purpose of organization and the transaction of any other business. At such meeting, the Board of Directors shall elect a Chairman of the Board to serve for a period of one (1) year.

2. The Board of Directors may provide by resolution a schedule of regular meetings to be held at such time and place as the Board may designate without other notice than such resolution.

3. Special meetings of the Board of Directors may be called by the President or the Executive Director or by a majority of the Directors of the Board.

4. Notice of each special meeting shall be given to each Director by personal delivery, telegram or United States mail sent at least three (3) days prior to the day named for a special meeting, but such notice may be waived and a meeting may be duly held, if a majority of the total members of the Board of Directors consent to such waiver and waive such notice.

5. At all meetings of the Board, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or these By-Laws.

6. The order of business at all meetings of the Board shall be as follows:

- a. Roll call.
- b. Reading minutes of last meeting.
- c. Consideration of communications.
- d. Reports of officers.
- e. Reports of committees.
- f. Unfinished business.
- g. Resignation and election.
- h. Original resolution and new business.
- i. Adjournment.

ARTICLE IV

OFFICERS

A. Elected Officers. The elected officers of the Corporation shall be the President, Executive Vice-President, one or more, not exceeding six (6) Vice-Presidents, Secretary and Treasurer, all of whom shall be elected annually by the members at the annual meeting of the members of the Corporation.

B. Executive Director. The Board of Directors shall appoint an Executive Director who shall be appointed to office for a term of three (3) years. The Executive Director shall be responsible for all of the day to day business operations of the Corporation and shall have such other authority and perform such

other duties as from time to time may be prescribed by the Board of Directors.

C. Other Appointive Officers. The Board of Directors may appoint such other officers and agents as it may deem necessary, who shall hold office at the pleasure of the Board and who shall have such authority and perform such duties as from time to time may be proscribed by the Board of Directors.

D. Election. The voting members at the annual meeting of the Corporation shall elect a President, an Executive Vice-President, one or more, not exceeding six (6) Vice-Presidents, a Secretary and a Treasurer, all of whom shall be members of the Corporation. No person may be nominated to serve as an officer who has not submitted a written consent to be nominated and to serve if elected.

E. Term. The elected officers of the Corporation shall hold office for one (1) year or until their successors are chosen and qualify in their stead. Any officer elected by the members or appointed by the Board of Directors may be removed with or without cause at any time by the affirmative vote of a majority of the entire Board of Directors,

F. President. The President shall preside at all meetings of the members. The President shall have general supervision of the affairs of the Corporation and shall execute all contracts, notes and other obligations of the Corporation, except where the same is required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to other officers or agents of the Corporation.

G. Executive Vice-President. In the absence of the President or in the event of his inability or refusal to act, the Executive Vice-President shall perform the duties of President, and shall have such other powers and perform such other duties as the Board of Directors may from time to time assign to him.

H. Vice-President. Each Vice-President of the Corporation, other than the Executive Vice-President, shall have such powers and perform such duties as the Board of Directors may from time to time assign to him.

I. Secretary.

1. The Secretary shall issue notices of all meetings of the members and of the Board of Directors in accordance with the provisions of these By-Laws or as required by law.

2. He shall keep the minutes of all meetings of the members and of the Board of Directors in one or more books provided for that purpose.

3. He shall be custodian of the corporate records and of the seal of 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 By-Laws.

4. He shall keep a register of the post office addresses of each member, which shall be furnished to the Secretary by such member.

5. In general, he shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him from time to time by the President or by the Board of Directors.

J. Treasurer. The Treasurer shall have control of all funds received by the organization, subject to such regulations as may be imposed by the Board of Directors. When necessary or proper, the Treasurer may endorse on behalf of the Corporation for collection, checks, notes and other obligations, and shall promptly deposit the same and any receipts received in cash, in a bank or banks or depository designated by the Board of Directors in the name of the Corporation. The Treasurer shall enter regularly on the books of the organization to be kept by him for that purpose, full and accurate accounts of all monies and property received and all monies and obligations paid or incurred by him for the account of the organization and shall exhibit such books at any time, and from time to time, to any member of the Board of Directors. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer, subject to control of the Board of Directors.

K. Vacancies. If any office of the Corporation except Executive Director becomes vacant, the Board of Directors shall elect an officer to fill such vacancy, and the officer so elected shall serve until the next annual meeting of the members of the Corporation and until the election and qualification of his successor. In the event the office of Executive Director becomes vacant, the Board shall appoint a new Executive Director for a term of three (3) years to fill such vacancy.

ARTICLE V

MEMBERSHIP

A. Classes of Members. The Corporation shall have five classes of members. The designation of such classes and the qualification of the members of such classes shall be as follows:

1. Active Membership. Any person who pays annual membership dues and who has been an active volunteer for the Corporation for a period of one (1) year shall entitle such

person to the status of active member upon approval by the Board of Directors. Except as to payment of annual membership dues, the Board of Directors shall have the power to waive the requirements for active membership and grant such membership status to any person upon an affirmative vote of a majority of the total membership of the Board.

2. Associate Membership. Any person who pays annual membership dues.

3. Life Membership. Any person who donates \$100.00 or more to the Corporation within a one (1) year period of time shall entitle such person to life membership and shall exempt such person from the payment of further dues to the Corporation.

4. Corporate Annual Membership. Any corporation that donates \$100.00 or more to the Corporation within a one (1) year period of time.

5. Patron Membership. Any person who donates or pledges \$500.00 or more to the Corporation within a one (1) year period of time shall entitle such person to the status of Patron Member.

B. Dues. The annual membership dues of active and associate members of the Corporation shall be those established from time to time by the Board of Directors and shall be payable in December of each year.

C. Termination of Membership The Board of Directors shall have the power to terminate the membership of any member who fails to pay his or her dues when due or for any cause found to be sufficient by an affirmative vote of the majority of the total membership of the Board.

D. Voting Rights. Active, Life and Patron members shall be entitled to one (1) vote on each matter submitted to a vote of the members. Associate members shall have all the rights and privileges of the Corporation except that they shall not be entitled to vote on any matters submitted for vote to the members.

ARTICLE VI

MEETINGS OF MEMBERSHIP

A. Annual Meeting, The annual meeting of the members of the Corporation shall be held during the first twenty (20) days of June of each year at a date, time and place fixed by the Board of Directors for the purpose of electing Directors and officers and for the formation of such other business as may properly come before the meeting. Written notice of the annual meeting, which

shall include an agenda, shall be mailed to each member entitled to vote at such meeting at such member's last known address according to the Corporation's records, at least ten (10) days prior to the day named in the notice.

B. Special Meetings. Special meetings of the members entitled to vote for any purpose or purposes, whether or not specifically required by the By-Laws or the Articles of Incorporation may be called by the President, a majority of the members of the Board of Directors, or ten (10%) percent of the voting members. Written notice of a special meeting setting forth the date, time and place of the meeting and the purpose or purposes thereof shall be mailed to each member entitled to vote at such meeting at such member's last known address according to the Corporation's records, at least ten (10) days prior to the day named in the notice or if delivered by hand to the member or left at their residence within the time prescribed above. No business shall be transacted at any special meeting except as stated in the notice thereof unless by consent of not less than two-thirds (2/3) of those voting members present in person or by proxy at the meeting.

C. Quorum. Twenty (20) voting members of the Corporation present in person or represented by written proxy shall be requisite to and shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by Chapter 718, Florida Statutes, the Articles of Incorporation or by these By-Laws. If, however, such quorum shall not be present or represented at any meeting of the member, the voting members present in person or represented by written proxy shall have the power to adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented, At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting originally called.

D. Proxies. At any meeting of the members, every voting member having the right to vote shall be entitled to vote in person or by proxy. Such proxy shall only be valid for the specific meeting for which it was originally given and any lawfully adjourned meetings thereof. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the specific meeting for which it was originally given. All proxies shall be in writing, signed by the voting member, and revocable at his pleasure.

E. Vote Required to Transact Business. When a quorum is present at any meeting, the majority of the vote of the voting members present in person or represented by written proxy shall decide any question brought before the meeting, unless the question is one upon which, by express provision of Chapter 718, Florida Statutes, the Articles of Incorporation or these By-Laws,

a different vote is required, in which case such express provision shall govern and control the decision of such question.

F. Order of Business. The order of business at all meetings of the members of the Corporation shall be as follows:

1. Roll call.
2. Reading of minutes of last meeting.
3. Consideration of communications.
4. Reports of officers and employees.
5. Reports of committees.
6. Unfinished business.
7. Resignations and elections.
8. Original resolutions and new business.
9. Adjournment.

C. Parliamentary Rules. Robert's Rules of Order (latest edition) shall govern the conduct of the Corporation meetings when not in conflict with the Articles of Incorporation or these By-Laws.

H. Membership List. At the first meeting of the Board of Directors following the adoption of these By-Laws, the Board of Directors shall certify a list of all Active, Life and Patron members of the Corporation. At least ten (10) days prior to the date of any meeting of the members, the Executive Director, Secretary and Treasurer shall prepare a complete list of voting members entitled to vote at said meeting.

ARTICLE VII

COMMITTEES

A. Generally. The Board of Directors may from time to time create committees for special purposes. Except as may be otherwise provided in any resolution creating a committee, members of committees shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof.

ARTICLE VIII

FINANCES

A. Fiscal Year. The fiscal year of the Corporation shall begin the first day of March in each year. The Board of Directors is expressly authorized to change the fiscal year at any time for the convenience of the Corporation.

B. Checks. All checks or demands for money and notes of the Corporation shall be signed by any two (2) of the following: President, Vice-President, Secretary, Treasurer, Executive

Director and two members of the Board of Directors as shall be designated by the Board.

C. Deposits and Investments. All funds of the Corporation shall be deposited or invested in such banks, savings and loan associations or investments as may be designated from time to time by the Board of Directors.

ARTICLE IX

AMENDMENTS

These By-Laws may be altered, amended or repealed at any meeting of the Board of Directors of the Corporation called for such purpose at which a quorum is present by a majority vote of all members of the Board of Directors present in person. No alteration, amendment or repeal of these By-Laws shall be valid if it conflicts with the Articles of Incorporation of Friends of Strays, Inc. or with the laws of the State of Florida.

ARTICLE X

REPEAL OF PRIOR BY-LAWS

All prior By-Laws of the Corporation are hereby repealed; provided, however, that such repeal shall in no way effect the status of the current Directors and officers of the Corporation who shall retain their positions until the first annual meeting of the members of the Corporation and the Board of Directors following the adoption of these By-Laws.