

BYLAWS

OF

PRATT AREA HUMANE SOCIETY

a Kansas Nonprofit Corporation

ARTICLE I

PURPOSES AND LIMITATIONS

1.1 The objective or purpose of this corporation shall be the prevention of neglect and cruelty to animals, providing a healthy environment for animals until they are adopted by an appropriate owner and to educate the public about animal care and responsible pet ownership including encouraging or requiring spaying/neutering to control animal populations. The Corporation is organized and will be operated exclusively for charitable, educational and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future United States Internal Revenue Law (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Code. The Corporation's purposes include, but are not limited to, any purposes set forth specifically in its Articles of Incorporation, as may from time to time be amended (the "Articles").

1.2 To further the Corporation's purposes and mission, the Corporation will have and exercise all of the powers conferred by the provisions of the Kansas General Corporation Code, as may from time to time be amended (the "KGCC"), not outside the scope of the Articles.

1.3 No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to its Directors, trustees, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles.

1.4 No substantial part of the activities of the Corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

1.5 Notwithstanding any other provisions herein, the Corporation will not carry on any activities not permitted to be carried on: (a) by an organization exempt from federal income tax under section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code; (b) by a corporation operating as a supporting organization within the meaning of section 509(a)(3) of the Code; and/or (c) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

ARTICLE II

VOTING MEMBERS

2.1. Pursuant to § 17-6002 of the KGCC, as amended, the Board of Directors ("Board") of the Corporation will be deemed to be "members" for all purposes of the KGCC for which action by members is required, except the Board will be elected by the general membership as provided herein, but the general membership shall no other control of the business of the corporation.

2.2. General Members. The Corporation will have general members ("Members") who will be admitted as set forth in Section 2.3. The Members will have no authority to manage the corporation, but shall have the right to attend all Board Meetings and Annual Meetings of the Membership and shall have a right to the floor to address issues concerning the corporation. The general members shall have to right to nominate and vote one vote for each term of the Board of Directors to be filled at the annual meeting.

2.3. Admission to Membership. All prospective Members will be required to complete and submit an application for membership. The admission of an applicant for membership will be subject to the approval of Board of Directors who shall have full discretion in determining the acceptance or rejection of each application. The officers of the corporation shall maintain a current membership role which shall close on October 31 of each year for the determination of eligible voting members for the next annual meeting. Anyone may contribute by way of donation to the corporation without becoming a member and a donation by anyone will not make them a member without application and Board approval.

2.4. Membership Dues. Dues will be established by the Board on an annual basis and renewed annually. By resolution of the Board, the initial dues and/or the annual dues may be increased or decreased from time to time to reflect the needs of the Corporation. The Board may make classification of dues such as: Student/Junior; Senior Citizen; Adult; Family, and; Corporate. The Board may define each class and qualification by resolution.

2.5. Annual Meetings. The annual meeting of the Members at which time the Board shall also meet for the election of Officers for the next calendar year will be held during the month of November of each year, or at such date the Notice Committee and the Board may determine. The membership may proceed with the election of Directors if at least five qualified voting members are present. This number may include the currently serving members of the Board of Directors. The Board and/or Officers will present a report of the preceding year and general status of the corporation.

2.6. Notice. Notice of the Annual Meeting of Members may be made as the Board determines, and the failure to give notice shall not make the meeting defective. Initially the Board shall appoint from the general members a committee in size as the board determines who shall be responsible to work with the Directors to choose a meeting date and to provide notice to

the general members.

ARTICLE III BOARD OF DIRECTORS

3.1 General Powers. The affairs of the Corporation will be managed by the Board. These powers shall include but not be limited to the following:

The Board shall have control of and be responsible for the management of the affairs and the property of the corporation, determining the mission and purpose and manage the resources by ensuring the proper financial controls are in place to protect the tax-exempt status. The Board shall have the authority to select a chief executive, support said chief executive and review his/her performance yearly, and shall ensure effective organizational planning to achieve the corporation's goals. The Board shall ensure legal and ethical integrity and maintain accountability, enhance the public standing of the corporation, determine, monitor and strengthen the programs and services of this corporation. Recruiting and orienting new board members, in addition to recruiting new members and assessing board performance is also included in the Board duties. The board shall have full discretion in the acceptance of non-voting members and the termination of such membership: shall appoint and have the power to remove all officers and employees and prescribe their duties, not inconsistent with the provision of these By-laws and generally shall have full power to do, or require to be done, everything deemed necessary or expedient for the promotion of its welfare.

3.2 Number. The number of Directors on the Board will initially be Nine (9). The number of Directors and each directors term may be changed from time to time by amendment of these Bylaws provided that the number of Directors will be set at not less than one (1). No decrease in the number of Directors will have the effect of decreasing the term of any incumbent Director.

3.3 Election and Term. The Directors will be elected for each ensuing term by the membership at the annual meeting. Directors may be appointed at other times as needed by the Board of Directors to fill vacancies for the remainder of any unfilled term. There shall be no limit on the number of terms any one individual may serve. A Director must be a voting member of corporation, but may join after election but prior to taking office as a Director. The current Board may require completion of an application as may be created or amended from time to time. Each term shall be for three (3) years with the exception of the first election after the adoption of these by-laws as set out below. All Terms will commence January 1st after their election. The Directors for each ensuing term will be elected by the membership at the annual meeting or appointed by the Board of Directors as needed to fill vacancies. In order to provide for staggered terms of office, at the first election after the adoption of these by-laws the Directors position will be designated in three groups with respect to the time for which they will hold office and stand for re-election during the initial term. The terms of the Directors in the first

group will expire in one (1) year; the second group's term will expire in two (2) years and the third group will be elected to a full three (3) year term. In any event and irrespective of the expiration of their terms, the Directors of any group will remain in office until their successors have been elected and qualified. At each annual meeting of members thereafter, the Directors elected and qualified to succeed the Directors of any group will be elected for a term of three (3) years so that the term of office of one group of Directors will expire each year. If the total number of Directors is changed, any increase or decrease in Directors will be apportioned among the groups so as to maintain all groups of Directors as nearly equal in number as possible, and any additional Director elected to any group of Directors will hold office for a term which will expire with the term of the Directors in such group.

3.4 Annual and Regular Meetings. The annual meeting of the Board will be held at the time of the annual Members meeting at such time and place as the Board may determine, which meeting will be held for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors is for any reason not held on the day designated herein for any annual meeting, or at any such adjournment thereof, the Board will cause the election to be held at a special meeting as soon thereafter as conveniently possible. The Board may provide, by resolution, the time and place, either within or without the State of Kansas for the holding of regular meetings, other than the annual meeting, without notice other than such resolution.

3.5 Special Meetings. Special meetings of the Board may be called by the Chairman of the Board (if one has been appointed or elected), the President, or by any two Directors.

3.6 Notice; Waiver of Notice. Notice to the Directors of a special meeting of the Board will be given at least five (5) days prior to the meeting and may be delivered personally, by mail, by facsimile transmission or e-mail, to the address, facsimile number or e-mail address for each Director as it appears on the records of the Corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile or e-mail, such notice will be deemed to be delivered when transmitted, with reasonable evidence of successful transmission. A Director may waive any notice required by these Bylaws, before or after the date and time stated in the notice, by written waiver signed by such Director, which waiver will be included in the minutes or filing with the corporate records. A Director's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because the meeting is not lawfully called or convened.

3.7 Quorum and Voting. Fifty percent (50%) or more of the Directors on the Board will constitute a quorum for the transaction of business at any meetings of the Board; provided that if less than Fifty percent (50%) of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Each

Director present will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting. The meetings shall be conducted according to *Robert's Rules of Order*.

3.8 Manner of Acting. The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present will be the act of the Board, except with respect to any action of the Board requiring a higher level of approval under the Articles or KGCC.

3.9 Attendance by Telephone Conference or Similar Communications Equipment. Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will constitute presence in person at the meeting.

3.10 Action by Unanimous Consent. Any action, which is required to be or may be taken at a meeting of the Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the Directors. The consents will have the same force and effect as a unanimous vote at a meeting duly held.

3.11 Removal; Vacancies. A Director elected by the Board may be removed with or without cause by a vote of two-thirds of the other Directors then in office. A vacancy on the Board occasioned by the death, incapacity, resignation or removal of a Director may be filled at any meeting of the Directors. Any Director elected to fill a vacancy on the Board will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

3.12 Compensation. Directors as such will not receive any compensation for their services in such capacity, but by resolution of the Board may be reimbursed for their expenses of attendance at meetings of the Board; provided, that nothing herein contained will be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for personal services actually rendered.

ARTICLE IV COMMITTEES OF THE BOARD

4.1 Committees Generally. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of the Board, each of which will consist of one or more Directors and may also have one or more non-Directors consisted of anyone who is willing to serve, which committees, to the extent provided in such resolution, will have and exercise the authority of the Board in the management of the Corporation. Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The delegation of authority to any committee will not operate to relieve the Board or any member of the Board from any responsibility imposed by law.

4.2 Absence. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a committee member, the other committee members present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. A disqualified member is a committee member who has been removed pursuant to the provisions of this Article or who no longer meets the qualifications required to serve on the committee.

4.3 Notice; Waiver of Notice. Notices or Waivers of Notice for all regular or special meetings of any committee will be given in accordance with requirements for regular or special meetings, as applicable, of the entire Board.

4.4 Recordkeeping. All committees will, unless otherwise directed by the Board, keep regular minutes of the transactions at their meetings and will cause them to be recorded in books kept for that purpose in the office of the Corporation and will report the same to the Board at its next meeting. The Secretary or an Assistant Secretary of the Corporation may act as Secretary of the committee if the committee or the Board so requests.

4.5 Meetings by Conference Telephone or Similar Communications Equipment. Members of a committee may participate in a meeting of the committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will constitute presence in person at the meeting.

4.6 Committee Action without a Meeting. Any action which is required to be or may be taken at a meeting of any committee may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the committee. The consents will have the same force and effect as a unanimous vote at a meeting duly held.

4.7 Term of Office. Each committee member will continue to serve in such capacity for so long as he or she continues to meet the qualifications for membership on the committee (including, if applicable, membership on the Board), unless such committee member is sooner terminated, resigns or is removed from such committee by the Board.

4.8 Chairman. One member of each committee will be appointed chairman of the committee as designated by the committee members or as designated by the Board, [except that the Chairman of the Board, if one is elected, will serve as Chairman of the Executive Committee.

4.9 Removal; Vacancies. A member of a committee may be removed with or without cause by action of the Board (excluding such committee member for purposes of such action, if

applicable). A vacancy on a committee occasioned by the death, incapacity, resignation or removal of a committee member will be filled in accordance with the procedures for regular election or appointment of a committee member. Any committee member elected or appointed to fill a vacancy on a committee will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

4.10 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee will constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the committee.

4.11 Participation by Non Members. Although a committee may permit a non-Director or other person who is not a member of the committee to participate in a committee meeting, no person who is not a member of the committee will have any right to vote on any action taken by the committee.

4.12 Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE V OFFICERS

5.1 Elected Officers. The elected officers of the Corporation will be a President, a Vice-president, a Secretary and a Treasurer. The Corporation may also have a Chairman of the Board and such other officers, both active and honorary, as the Board may from time to time deem advisable. Such officers will be elected by the Board at its annual meeting, and they will hold office until their successors are elected at the next annual meeting of the Board and are elected and qualified, unless they earlier die, resign, or are removed from office. Any person may simultaneously hold more than one office.

5.2 Appointed Officers. The President may appoint, with the approval of the Board, such assistant secretaries and assistant treasurers as he may deem necessary or advisable.

5.3 Duties of Chairman of the Board. If a Chairman of the Board is elected, the Chairman of the Board will preside at all meetings of the Board at which he may be present and will have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws. The Board may delegate such other authority and assign such additional duties to the Chairman of the Board, other than those conferred by law exclusively upon the President or another officer, as the Board may from time to time determine. The Chairman or President shall abstain from voting except to break a tie.

5.4 Duties of President. The President will be the chief executive officer of the

Corporation and, if a Chairman of the Board has not been elected, he will preside at all meetings of the Board. He may execute all contracts, deeds and other instruments for and on behalf of the Corporation and will do and perform all other things for and on behalf of the Corporation as the Board will authorize and direct. He will enjoy and discharge generally such other and further rights, powers, privileges and duties as customarily relate and pertain to the office of President.

5.5 Duties of Secretary. The Secretary will cause to be kept complete and correct minutes of all meetings of the Board. He will cause to be issued notices of all meetings in accordance with these Bylaws or as required by law. When authorized and directed by the Board, he will execute with the President all contracts, deeds, and other instruments for and on behalf of the Corporation. The Secretary will be the legal custodian of all books, deeds, instruments, papers, and records of the Corporation, the inspection of which will be permitted at all reasonable times by any Director or executive officer of the Corporation. The Secretary will attend to such correspondence as may be incidental to his office, and will perform all other duties and discharge all other responsibilities which customarily relate and pertain to the office of Secretary.

5.6 Duties of Treasurer. The Treasurer will cause to be kept accurate and complete books and records of all receipts, disbursements, assets, liabilities, and financial transactions of the Corporation. The Treasurer will cause to be deposited all monies, securities, and other valuable effects of the Corporation in such depositories as the Board will authorize and direct and, whenever requested to do so by the President or the Board, will prepare and submit written statements, reports and accounts fully and accurately reflecting the assets, liabilities, and financial transactions and condition of the Corporation. The Treasurer will perform such other and further duties as the Board may from time to time direct, and he will perform all other duties and discharge all other responsibilities that customarily relate and pertain to the office of Treasurer. The Treasurer will be released and discharged of all liabilities and responsibility for any monies, securities, and other assets of value committed by the Board to the custody of any person over whom he will have no direction or control.

5.7 Resignation and Removal. Any officer of the Corporation may resign by delivering a written resignation to the Corporation at its principal office or to the Chairman of the Board, the President or the Secretary. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Any officer of the Corporation may be removed from office by the Board with or without cause, but such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer does not in itself create contract rights.

5.8 Vacancies. Vacancies in any elected office occasioned by the death, resignation, or removal of any officer will be filled by the Board, and such person or persons elected to fill such vacancy or vacancies will serve for the unexpired term of his predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal.

5.9 Compensation. The compensation of the officers, if any, will be fixed from time to time by the Board, and no officer will be prevented from receiving such compensation by reason of the fact that he is also a Director of the Corporation; provided, however, that such compensation will include only reasonable compensation for personal services actually rendered.

ARTICLE VI GENERAL PROVISIONS

6.1 Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Notwithstanding the foregoing, unless otherwise limited by the Board, the President of the Corporation will have the power and authority to execute on behalf of and bind the Corporation with respect to contracts in the ordinary course of the Corporation's business and activities.

6.2 Loans. No loans may be contracted on behalf of the Corporation and no evidences of indebtedness may be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances. The Corporation is prohibited from making loans (excluding advances made for legal defense made pursuant to Article VII) to its Directors or officers under any circumstances.

6.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation will be signed by such officer or officers, agent or agents of the Corporation and in such manner as may from time to time be determined by the Board.

6.4 Deposits. All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

6.5 Custodians. The Board may from time to time designate a bank, trust company or depository as custodian of the funds and properties of the Corporation, which custodian will maintain a record of all receipts, expenditures, income and expenses of the Corporation and/or perform such ministerial duties as the Board by written direction may instruct. The custodian may receive fees for its services as may from time to time be agreed upon by the Board and the custodian.

6.6 Agents and Attorneys. The Board may appoint such agents, attorneys and attorneys in fact of the Corporation as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys in fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said

Corporation is authorized to transact or do by the Articles, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as said Corporation might or could do if it acted by and through its regularly elected and qualified officers.

6.7 Fiscal Year. The Board will have the power to fix and from time to time change the fiscal year of the Corporation. In the absence of contrary action by the Board, the fiscal year of the Corporation will begin on the first day of September in each year and end on the last day of August in each year.

6.8 Interpretation. The terms "include," "including" and similar terms shall be construed as if followed by the phrase "without being limited to." The term "or" has, except where otherwise indicated, the inclusive meaning represented by the phrase "and/or." The words "hereof," "herein," "hereby," "hereunder," and similar terms in these Bylaws refer to these Bylaws as a whole and not to any particular provision or section of these Bylaws. The masculine gender, when used throughout these Bylaws, will be deemed to include the feminine.

6.9 Electronic Communications and Signatures. Electronic communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be "written," "in writing" or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be "signed" or "or executed" by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. None of the Corporation, any Director or Member may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law relating to whether certain agreements, files or electronic records are to be in writing or signed by the party to be bound thereby.

6.10 Conflicts of Interest Policy. The Board will adopt a Conflicts of Interest Policy to govern conflicts of interest situations that may arise from time to time among the Corporation, Directors, and Corporation employees, officers and agents.

ARTICLE VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation will indemnify and protect any Director [, officer,] [employee or agent]

of the Corporation, [or any person who serves at the request of the Corporation as a Director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise,] for any threatened or pending action, suit or proceeding, by reason of the fact that such person is or was serving in such capacity, against expenses judgments, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorneys fees, to the fullest extent permitted by the laws of the State of Kansas.

ARTICLE VIII
PROPERTY DEVOTED TO CORPORATE PURPOSES

All income and properties of the Corporation will be devoted exclusively to the purposes as provided in the Articles and these Bylaws. The Board may adopt such policies, regulations and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in the Articles and these Bylaws.

ARTICLE IX
AMENDMENTS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a Two Thirds (2/3) majority of all Directors then in office at a meeting of the Board called for that purpose.

CERTIFICATION

The undersigned, being the Secretary of Pratt Area Humane Society, a Kansas nonprofit corporation, hereby certifies that the foregoing Bylaws are the duly adopted Bylaws of the Corporation.

Effective Date:

Name:

Title: