



**BY-LAWS OF
THE SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF
GALVESTON COUNTY, TEXAS, INC.,
doing business as THE BAY AREA S.P.C.A.
doing business as BAY AREA PET ADOPTIONS**

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ARTICLE I

Name

The name of the corporation (“Society”) is and shall be The Society For The Prevention of Cruelty to Animals of Galveston County, Texas, Inc., doing business as Bay Area S.P.C.A. and Bay Area Pet Adoptions.

ARTICLE II

Purposes

The mission of Bay Area Pet Adoptions/SPCA is to shelter companion animals that we have rescued from animal control facilities and individuals until permanent homes are found for them. Our adoption program strives to place the animal with a family whose lifestyle and activity level matches that of the animal. While in our adoption program they receive medical care and socialization skills that are essential for successful adoptions. All of the animals in our program are fully vaccinated, altered, micro-chipped, and de-wormed. Our felines are tested for FIV/ FeLv and our dogs are tested and/or treated for heartworm disease prior to adoption.

Further, the Society is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

Offices

Section 3.1. Office.

The principal business office of the Society shall be at 3000 Avenue R, San Leon, Texas 77539.

Section 3.2. Registered Agent.

The Society shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV

The Board of Directors

Section 4.1. Number; Qualifications.

The business, property and affairs of the Society shall be managed and controlled by the Board of Directors; and, subject to any restrictions imposed by law, by the Articles of Incorporation of the Society, or by these Bylaws, the Board of Directors may exercise all the powers of the Society. No member of the Board of Directors shall receive any salary or monetary compensation for services rendered as a Director. The Board of Directors shall consist of not more than nine (9) and not less than three (3) members.

Section 4.2. Election.

The Directors shall be elected by the Board of Directors. The Board of Directors shall endeavor to select persons as Directors who are able to participate effectively in fulfilling the responsibilities of Board membership and to fulfill the current needs of the Board and the Society. No vote on new members shall be held unless a quorum of Board members is present.

Section 4.3 Term.

Each Director shall hold office for a three (3) year term and is eligible for re-election or until such Director's successor have been vetted and elected. Thereafter, the successors to the Directors whose term expires in that year shall be elected to hold office for another term of three (3) years.

Section 4.4 Vacancies.

(a) Events Causing Vacancy.

A vacancy or vacancies in the Board of Directors shall be deemed to exist on the death, resignation, or removal of any Director; or the increase of the authorized number of Directors.

(b) Resignations.

Except as provided in this subsection, any Director may resign, which resignation shall be effective on giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

(c) Vacancies Filled by Directors.

A sufficient number of Directors will be elected to fill the vacancies about to exist. Vacancies may be filled as they occur by a majority vote of those Directors who remain whether or not there exists a quorum (51% of the existing board membership). Should the entire board, less one (1) resign, vacancies may be filled by the one remaining Director.

Section 4.5. Meetings.

(a) Place and Time of Meetings.

Regular meetings of the Directors shall be held monthly. The location of the meeting shall be designated by the President.

(b) Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or by one-third (1/3) of all Directors. The person or persons authorized to call special meetings of the Board may fix any reasonable time and place therefore. Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior thereto by written notice delivered personally, sent by mail, sent by facsimile, sent by e-mail or may be given by telephone to each Director, and shall state the purpose or purposes for which it is called.

(c) Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. But if less than a majority of the Directors is present then said meeting will be adjourned and reconvened with a quorum can be met.

(d) Manner of Action.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

(e) Voting.

At all meetings of the Board of Directors, voting shall be by voice vote unless otherwise determined by the Board of Directors. No voting by proxy shall be permitted.

(f) Informal Action by Directors.

Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if (i) a consent in writing, setting forth the action so taken, shall be signed by a majority of all the Directors, and (ii) proper notice of the intended action has been sent in advance to all of the Members of the Board of Directors.

(g) Attendance at Board Meetings.

A Director who misses three (3) consecutive regularly scheduled meetings of the Board of Directors without prior notification of absence by delivering a written explanation to the Board prior to such meetings, shall be deemed to have resigned as a Director.

Section 4.6. Conflicts.

(a) Interested Persons.

Except for the Executive Director, no person serving on the Board of Directors at any time may be an interested person, unless approved as set forth below. An interested person is (i) any person being compensated by the Society for services rendered to it within the previous three (3) months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (ii) any brother, sister, ancestor, dependent, spouse, brother-in-law, sister-in-law, father-in-law, or mother-in-law immediate family of any such person. However, any violation of the provisions of the section shall not affect the validity or enforceability of any transaction entered into by the Society.

(b) Consent by Board.

Any officer, Director or employee of the Society, prior to accepting any employment or contracting for monetary benefit directly or indirectly from the Society, shall disclose in writing to the Board such potential conflict of interest. No officer, Director or employee shall accept such employment until after written disclosure, such person either has first resigned as officer, Director or employee or secondarily, following such written disclosure, said officer Director or employee secures the consent of the Board of

Directors to proceed with the employment or contract, such consent to be evidenced by the vote of the Board of Directors. Nothing herein shall preclude the employment by the Society of the Executive Director or any other full time or part time employees reasonably necessary to carry out its day to day operation. The consent of said Board of Directors shall not be necessary in the event of such employment.

ARTICLE V

Officers

Section 5.1. Number.

The officers of the Society shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer; and in addition, such other officers as may be deemed necessary or desirable. Officers shall be elected by the Board of Directors. The officers of the Society shall be selected from the members of the Board of Directors. Any two of more offices may be held by the same person, provided that the President and Secretary are not be the same person.

Section 5.2. Election, Term; Qualification.

Officers shall be elected by the Board of the Directors. New officers may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until such officer's successor has been duly elected.

Section 5.3. Removal or Resignation

Any officer elected by the Board of Directors may be removed by a two-thirds (2/3) vote of the Board of Directors whenever in its judgement the best interests of the Society will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officers shall not of itself create any such contract rights. Any officer may resign, which resignation shall be effective on giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the resignation to become effective.

Section 5.4. Vacancies.

Any vacancy in any office for resignation, removal, death, disqualification or any other cause may be filled by the Board of Directors at any meeting of the Board of Directors.

Section 5.5. Powers and Duties.

The officers of the Society shall have such powers and duties, except as modified by the Board of Directors, as generally pertain to their offices, respectively, as well as such powers and duties as from time to time shall be conferred by the Board of Directors and by these Bylaws.

Section 5.6. The President.

The President shall perform the functions of the principal executive officer, and shall have general direction of the affairs of the Society and general supervision over its

several officers, subject however, to the control of the Board of Directors. The President shall preside at all meetings of the Board of Directors, shall sign and execute in the name of the Society all contracts or other instruments authorized by the Board of Directors and all contracts or instruments in the usual and regular course of business, except in cases when the signing and execution thereof shall be expressly delegated or permitted by the Board or by these Bylaws to some other officer or agent of the Society; and, in general, shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned to the President by the Board of Directors as are prescribed by these Bylaws.

Section 5.7. Vice President.

At the request of the President, in the absence or death, disability, or resignation of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers of, and be subject to the restrictions upon, the President. Any action taken by a Vice President in the performance of the duties of the President shall be conclusive evidence of the request of the President to act or the absence or inability to act of the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 5.8. Secretary

The Secretary shall keep the minutes of all meetings of the Board of Directors, and of the Executive Committee of the Board of Directors, in one or more books provided for such purpose and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall, in general, perform all duties and exercise all powers incident to the office of the Secretary and such other duties and powers as the Board of Directors or the President from time to time may assign to or confer on the Secretary.

Section 5.9. Treasurer.

The Treasurer shall keep complete and accurate records of accounts, showing at all times the financial condition of the Society. The Treasurer shall be the legal custodian of all money, notes, securities and other valuables which may from time to time come into the possession of the Society. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Society, and shall perform such other duties as these Bylaws may require or the Board of Directors may prescribe.

Section 5.10. The Executive Director.

The Board of Directors may elect a salaried person of the Society who shall be called the Executive Director. The position of Executive Director will be filled only at such time as determined by a majority of members of the Board. If the Board of Directors elects to fill the position of Executive Director, that person shall have immediate and overall supervision of the operations of the Society, and shall direct the day-to-day business of the Society, maintain the properties of the Society, hire discharge and recommend salary and other compensations of all staff members. The Executive Director

shall perform such duties as may be directed by the Executive Committee of the Board of Directors. None of the actions of the Executive Director shall conflict with actions taken or policies established by the Executive Committee or the Board. The Executive Director shall be subject only to the orders of the Executive Committee and the Board. No officer, Executive Committee member or Board member may individually instruct the Executive Director or any other employee.

Section 5.11. Delegation.

The Board of Directors may delegate temporarily the powers and duties of any officer of the Society, in case of such officer's absence or for any other reason, to any other officer, and may authorize the delegation by any officer of the Society of any of such officer's powers and duties to any agent or employee, subject to the general supervision of such officer.

ARTICLE VI
Committees

Section 6.1. General Provisions.

Committees of the Board of Directors shall be designated as standing or special committees. Each committee shall exercise such power and carry out such functions as are designated by these Bylaws or as delegated by the Board of Directors from time to time. Each committee shall have the power to act only during the intervals between the meetings of the Board of Directors and, except as hereinafter described, shall be advisory only and subject to the control of the Board of Directors. Each committee shall be comprised of a Chairperson, who must be a member of the Board of Directors, and one or more additional parties who may be, but are not required to be, Board members; provided, however that (a) the Executive Committee shall be comprised solely of Board members as provided below, and (b) with respect to any other committee which is authorized to act on behalf of the Society and exercise functions and/or responsibilities of the Board, a majority of the members of each such committee shall be members of the Board of Directors. Any person who is not a Board member who becomes a member of any committee shall have the same responsibilities with respect to such committee as a Director who is a member thereof.

Section 6.2. Standing Committees.

Standing committees may consist of the Executive Committee, and such other standing committees as the Board of Directors may authorize from time to time.

Section 6.3. Special Committees.

Special committees may be appointed by the Board of Directors with the approval of the Board of Directors for such special tasks as circumstances warrant.

Section 6.4. Executive Committee.

The Executive Committee shall have the general supervision of the affairs of the Society and of the Executive Director between meetings of the Board. The Executive Committee shall consist of the officers, and such other members of the Board as may be

appointed by the President, subject to approval of the Board. The Executive Committee shall give full reports of its actions at each Board meeting as appropriate and, shall furnish Board members with copies of the minutes of its meetings. The Executive committee shall make recommendations to the Board concerning unresolved matters affecting the Society in such form that the Board may make reasonable determinations in such matters. The Executive Committee shall be subject to the orders of the Board, and none of its acts shall conflict with actions taken or policies established by the Board.

Section 6.5. Other Committees.

Other committees not having or exercising the authority of the Board of Directors in the management of the Society may be established by the President. Members of such committees need not be members of the Board of Directors, and the President of the Society shall appoint the members thereof, with the approval of the Board of Directors. Any member thereof may be removed by the Board whenever, in its best judgement, the best interests of the Society shall be served by such removal. These committees shall limit their activities to the accomplishment of the task for which it is appointed and upon completion of the task, such committee shall stand discharged.

Section 6.6. Delegation of Authority.

The Executive committee and other duly designated and appointed committees shall have and exercise the described duties in the management of the Society. No committee shall have the authority of the Board of Directors to amend, alter, or repeal the Bylaws; elect, appoint or remove any member of such committee or any Director or Officer of the Society; amend the Articles of Incorporation; authorize the sale, lease, exchange, of—or mortgage of all or substantially all of the property and assets of the Society; authorize the voluntary dissolution of the Society or assets of the Society; amend, alter or repeal any resolution of the Board of Directors, or hire and set of salary of the Executive Director.

ARTICLE VII T E X A S
Business Affairs

Section 7.1. Contracts.

The President shall have the power and authority to execute, on behalf of the Society, contracts or instruments in the usual and regular course of business, and in addition the Board of Directors may authorize the Executive Director or any officer of the Society to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors or by these Bylaws, no officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement, or to pledge its credit or to render it pecuniarily liable for any purpose or in any amount.

Section 7.2. Checks, Drafts, etc.

All checks, drafts, and other order of the payment of money, notes, or other evidences of indebtedness in the name of the Society shall be signed by such officers or

employees of the Society as shall from time to time be authorized pursuant to these Bylaws or by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the Society.

Section 7.3. Books and Records.

The Society shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and Committees having any of the authority of the Board of Directors. All books and records of the Society may be inspected by any Director, or such Director's agent or attorney, for any proper purpose at any reasonable time.

Section 7.4. Financial Records and Annual Reports.

(a) Financial Records.

The Society shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Society, including all income and expenditures, in accordance with general accepted accounting practices.

(b) Annual Report.

Based on these records, the Board of Directors shall annually prepared or approve a report of the financial activity of the Society for the preceding year.

(c) Maintenance of Records.

All records, books and annual reports of the financial activity of the Society shall be kept at the registered office of the Society in the State of Texas for at least three (3) years after the closing of each fiscal year.

Section 7.5. Depositories.

All funds of the Society shall be deposited from time to time to the credit of the Society in such depositories as are designated by the Board of Directors according to terms and conditions fixed by them. The Board of Directors may from time to time authorize the opening and maintaining of special accounts, and may make such special rules and regulations with respect thereto as it deems necessary.

Section 7.6. Fiscal Year.

The fiscal year of the Society shall begin on January 1 and end on December 31 in each year.

Section 7.7. Gifts.

The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, device for the general purposes or for any special purpose of the Society.

Section 7.8. Profit Ventures.

The Board of Directors may organize and operate any for-profit activity that can be shown to be consistent with the purpose of the Society and which is permitted under

Section 501(c)(3) of the Internal Revenue Code. Proceeds of such ventures must be designated for use in achieving the mission of the Society. No part of the gains shall be distributed to Directors or officers of the Society.

ARTICLE VIII Indemnification

Section 8.1. Indemnification of Officers and Directors.

The Society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Society), by reason of the fact that such person is or was a Director, officer, employee, or agent of the Society, or is or was serving at the request of the Society as a Director, officer, employee or agent of another corporation, partnership, joint-venture, trust, or other enterprise, from and against expenses (including attorneys' fees), judgements, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding, if it is determined in accordance with Section 8.2 hereof, that such person (a) conducted himself or herself in good faith; (b) in a manner such person reasonably believed (i) in the case of conduct in such person's official capacity as a Director or officer of the Society, that such conduct was in the best interests of the Society, and (ii) in all other cases, that such person's conduct was not opposed to the Society's best interests; and (c) with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. Except to the extent permitted by applicable laws, a Director may not be indemnified under this Section 8.1 in respect of a proceeding (A) in which the person is found liable on the basis that personal benefit was improperly received by such person, whether or not the benefit resulted from an action taken in the person's official capacity; or (B) in which the person is found to be liable to the Society. The termination of any civil or criminal action, suit or proceeding by judgement, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not meet the requirements set forth in this Section 8.1. A person shall be deemed to have been found liable in respect of any claim, issue or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all Appeals therefrom.

Section 8.2. Determination.

Any indemnification under Section 8.1 of this Article VIII (unless ordered by a court) shall be made by the Society only as authorized in the specific case upon a determination that indemnification of the officer, Director, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 8.1. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors, at the time of the vote, who, at the time of the vote, were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent, legal counsel in a written opinion; provided, however, that if a Director, officer, employee or agent of the Society has been successful on the merits or

otherwise in defense of any action, suit or proceeding referred to in Section 8.1, or in defense of any claim, issue or matter therein, such person shall automatically be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith without the necessity of any such determination that such person has met the applicable standard of conduct set forth in Section 8.1 of the Article VIII.

Section 8.3. Insurance.

The Society may purchase and maintain insurance on behalf of any person who is, or was, a Director, officer, or employee of the Society, or is or was serving at the request of the Society as a Director, officer, employee or agent of another corporation, partnership, joint-venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such whether or not the Society would have the power to indemnify such person against liability under the provisions of this Article VIII or of any applicable laws.

Section 8.4. Other Coverage.

The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation of the Society, these Bylaws, agreement, vote of disinterested Directors, the provisions of any applicable laws, or otherwise both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be Director, officer, employee, or agent and shall inure to the benefit of the heirs and personal representatives of such a person.

Section 8.5. Applicable Laws.

Any right of indemnification granted by this Article VIII, shall be in addition to and not in lieu of any other such right to which any Director or officer of the Society may at any time be entitled under the laws of the State of Texas; and if any indemnification which would otherwise be granted by this Article VIII shall be disallowed by any competent court or administrative body as illegal against public policy, then any Director or officer with respect to who such adjudication was made, and any other officer of Director, shall be indemnified to the fullest extent permitted by law and public policy, it being the express intent of the Society to indemnify its officers and Directors to the fullest extent possible in conformity with these Bylaws, all applicable laws, and public policy.

ARTICLE IX
Miscellaneous

Section 9.1. Waiver of Notice.

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, Articles of Incorporation of the Society, these Bylaws, or applicable laws, a waiver thereof in writing signed by the person or persons entitled to

such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 9.2. Earnings; Loans.

No dividend shall be paid and no part of the income of the Society shall be distributed to or shall inure the benefit of any Director of the Society, officer of the Society, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Society in effecting its purposes, including the Executive Director), and no Director shall be entitled to share in the distribution of any of the assets of the Society on its dissolution. No loans shall be made by the Society to its Directors.

Section 9.3. Assets; Dissolution.

The Society pledges its assets for use and performing the Society's charitable functions, as set forth in Article II hereof. In the event of the dissolution of the Society for any reason whatsoever, all of the funds and property, whether real or personal, remaining after payment of all debts and liabilities, or provision for payment, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a nonprofit organization with purposes of the same or similar to those of the Society that is qualified as a charitable organization under Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 9.4. Political Activities.

No substantial part of the activities of the Society shall consist of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by section 501(h) of the Internal Revenue Code), and the Society shall 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.

Section 9.5. Other Activities.

Notwithstanding any other provision of these Bylaws, the Society shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 510(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

Section 9.6. Headings.

The headings in these Bylaws have been inserted for convenience only and do not constitute matter to be construed as interpretation.

Section 9.7. Construction.

Whenever the context so requires, the masculine shall include the feminine or neuter, and the singular shall include the plural and conversely. If any portion of these Bylaws shall be inoperative or invalid, then so far as it reasonable and possible, the

remainder of these Bylaws shall be considered valid and operative, and effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section 9.8. Amendments.

Subject to the power of the Board of Directors and the Articles of Incorporation, these Bylaws or any part of them, may be altered, amended, or repealed and new Bylaws adopted by the approval of a majority of the Board of Directors.

Section 9.9. Prior Bylaws.

These Bylaws supersede all previous Bylaws adopted by the Society.

Adopted by the Board of Directors on July 26, 2011.

