



BY LAWS OF SAFE HAVEN HUMANE SOCIETY

ARTICLE I: NAME

The name of this organization is the Safe Haven Humane Society, a non-profit corporation. It will be known here simply as “Safe Haven.”

ARTICLE II: PURPOSE, POLICY, & MISSION

SECTION 1 - PURPOSE: The purpose of Safe Haven is to prevent cruelty to animals, to promote animal welfare, and to educate the public about humane care and treatment of animals.

SECTION 2 – POLICY: The policy of Save Haven is to give humane care and treatment to all animals in Safe Haven’s service area needing shelter, to try to return lost animals to their owners, to try to find good homes for animals without owners, and to provide euthanasia when necessary. Animals under Safe Haven’s control may be disposed of only as specified in this section. Animals may not be taken or used for experimentation or vivisection.

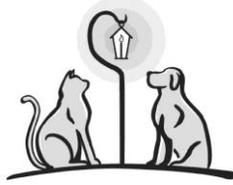
SECTION 3 – MISSION STATEMENT: Safe Haven’s Mission is to provide a haven and treatment for adoptable cats and dogs, place them in suitable homes, increase awareness of the humane treatment of animals and promote spay/neuter programs to reduce the overpopulation of cats and dogs in Jo Daviess County.

ARTICLE III: SEAL

The Board of Directors may prescribe the design for a corporate seal. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise.

ARTICLE IV: MEMBERSHIP

SECTION 1 – ELIGIBILITY: Anyone interested in Safe Haven’s purpose and willing to support its policy can become a member by paying annual dues. A membership will continue by paying annual dues unless it is ended as specified in Section 3 and 7 of this article.



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SECTION 2 – CLASSES:

Membership classes and dues shall be structured by the Membership Committee and approved by the Board of Directors. The existing LIFETIME membership class will remain.

Membership starts on the date an application is received by an officer or Director. Voting members may cast one vote at any general meeting or in any referendum, provided, however, that a member shall not have any such rights until he has been a member of Safe Haven for three months.

Student members are under 18 years of age.

Honorary members are elected by the Board in recognition of noteworthy humane acts.

Emeritus membership is conferred by the Board on Board members who are retiring after long, loyal service. They may attend Board meetings as non-voting advisors. They may vote as a regular member if they pay for a voting membership.

SECTION 3 – TERM, DUES PAYMENT: Patron, annual, student, senior citizen, and family memberships are for one year. The Chairperson of the Membership Committee will send renewal notices before a membership expires. A second notice will be sent when dues are 60 days late. If dues are not paid within 90 days, the membership will be dropped.

SECTION 4 – RIGHTS: Voting members have the right to elect the Board of Directors and to serve on committees. No voting member who is a paid employee or who is the parent, child, or spouse of a paid employee of Safe Haven may serve on any committee whose responsibilities in any way affect personnel policy or personnel salaries of Safe Haven. The Board of Directors shall settle all disputes of interpretation of this section.

SECTION 5 – TRANSFERRAL, ASSIGNMENTS: Membership is not transferable or assignable.

SECTION 6 – RESIGNATION: A member may resign at any time by sending written notice to the Membership Chairperson. No part of the annual dues will be refunded to any resigning member.

SECTION 7 – EXPULSION: A member may be expelled for good reason by a two-Thirds vote of the Board. Expulsion may be appealed to the membership at the next ensuing annual meeting by sending a notice of appeal to the Recording Secretary 10 days before that meeting. The membership may overrule the Board's expulsion by a majority vote and their decision is final.



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SECTION 8 – ASSOCIATES: An Associate is a person who is not a member, but who contributes money or things of value.

ARTICLE V: MEMBERSHIP MEETINGS

SECTION 1 – ANNUAL MEETING: The annual meeting will be held during the third week of May at a time and place designated by the Board. The purpose of this meeting is to elect Directors; to present the President’s annual report; the Shelter Manager’s annual report and committee reports; and to conduct other business.

SECTION 2 – GENERAL MEETINGS: General meetings will be held at a time and place designated by the Board.

SECTION 3 – SPECIAL MEETINGS: Special meetings may be called at any time by the Recording Secretary at the direction of the President, or by a majority of the Board, or by any 25 voting members, if they file a written statement with the Recording Secretary explaining the reason for the meeting. At least 30 days, but not more than 60 days after a request is filed, a special meeting will be held at a time and place designated by the Board.

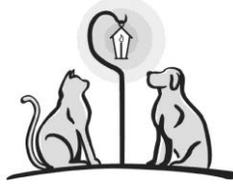
SECTION 4 – AUTHORITY: At any meeting, only the members present have the authority to conduct business. Decisions at any meeting will be made by majority vote of those present and voting. No proxy voting will be allowed.

SECTION 5 – ADVANCE NOTICE: The Recording Secretary will give public notice at least 10 days before any general or special meeting.

ARTICLE VI: BOARD OF DIRECTORS

SECTION 1 – PURPOSE: The concerns, direction, and management of the affairs of Safe Haven shall be vested in the Board of Directors.

SECTION 2 – SIZE, QUALIFICATIONS: This Board will have at least seven Directors, and it will have a maximum of thirteen Directors. At any time when the number of Directors in office shall be fewer than seven, the Directors remaining in office shall add to their number until there be not fewer than seven in office, but no act of Safe Haven shall be void at any time merely because there are fewer than seven Directors in office.



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Only voting members may serve as Directors. No person may serve on the Board of Directors who is the parent, child, or spouse of a paid employee of Safe Haven.

Only one member of a household or immediate family (parent, child, spouse) may serve on the Board.

SECTION 3 – ELECTION, TERM: Directors will be elected at the annual meeting by a majority of voting members. Directors will serve for three years and one-third of the Board will be elected each year.

SECTION 4 – NOMINATION: At least 60 days before each annual meeting, the President of the Board will appoint two Directors (one the chairperson of the Nominating Committee and one voting member to serve on the Nominating Committee). At least 30 days before each annual meeting, the Nominating Committee will make at least as many nominations for Director as the number of Directors to be elected.

SECTION 5 – VACANCIES: In case any Director shall by death, resignation, incapacity to act, or otherwise cease to be a Director during his or her term, his or her successor shall be chosen by the Board to serve until the next annual meeting of the members. At such meeting, the active members shall elect a Director to fill the unexpired term of the Director unless the unexpired term of the Director whose vacancy is to be filled expires after such meeting, in which event a Director shall be elected for a full term by the active members.

SECTION 6 – POWERS, RESPONSIBILITIES: The Board will have full power to do everything necessary to promote Safe Haven's welfare. The Board's powers and responsibilities, among others include: managing Safe Haven's affairs and property, hiring and firing employees, defining employees' duties (consistent with these bylaws), and making agreements to provide shelter facilities, vehicles, and personnel to carry out the programs of Safe Haven.

SECTION 7 – VOLUNTEER STATUS, REIMBURSEMENT: Directors and committee members serve as unpaid volunteers, but they may be reimbursed, with the approval of the Board, for expenses resulting from their official duties.

ARTICLE VII: BOARD OF DIRECTORS' MEETINGS

SECTION 1 – FREQUENCY: An annual organizational meeting will be held not more than 30 days after the annual membership meeting. Regular meetings must be held at least quarterly at times and places designated by the Board.



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SECTION 2 – SHELTER REPORT: At each meeting, the Shelter Manager will report a summary of the shelter’s activities since the previous meeting.

SECTION 3 – SPECIAL MEETINGS: Special meetings may be called by the President, or by any three Directors if they file a written request with the Recording Secretary.

SECTION 4 – QUORUM: SECTION 4 – QUORUM: A majority of the Board of Directors in office must be present at any meeting of the Board of Directors for the transaction of any business.

SECTION 5 – VOTING: Except when specified otherwise in these bylaws, decisions at any meeting of the Board, Executive Committee, or other committees will be made by majority of those present and voting. Each Director has one vote. No proxy voting will be allowed.

SECTION 6 – MISSED MEETINGS: If any Director misses three consecutive meetings without having been excused by the Board President or Secretary with the approval of the Board, or misses one-third of the regularly scheduled meetings during the previous 12 months, that Director will be considered to have resigned.

SECTION 7 – ADVANCE NOTICE: The Recording Secretary will mail each Director Advance notice of any special meeting. At least seven days’ notice will be given before any special meetings. No notice is needed for a meeting called when all the Directors are present or if all the Directors waive notice in writing.

ARTICLE VIII: OFFICERS

SECTION 1 – ELECTION, OFFICERS, TERM: At each annual meeting of the Board, the Directors will elect a President, Vice President, Recording Secretary, and Treasurer. The Board may also elect other officers as necessary. If the officers are not elected at the annual meeting, they may be elected after that meeting is adjourned or at any meeting called to hold the elections. The term of office is from annual election to the next annual election, but the Board may dismiss officers before their term expires.

SECTION 2 – VACANCY: Whenever any vacancy shall occur in any office of Safe Haven by death, resignation, or otherwise, the Board of Directors may fill the vacancy.

SECTION 3 – PRESIDENT: The President is the chief executive officer. The President presides at all meetings and is a voting member of all committees. The President has the



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authority to countersign with the Treasurer, any papers regarding Safe Haven's interests in the sale of securities or other assets, or in the settlement of estates or trusts.

SECTION 4 – VICE PRESIDENT: The Vice President is to actively assist the President and to perform the duties of the President in the President's absence. The Vice President shall fill all functions of the President when the latter is incapacitated, is unavailable, or for any reason cannot attend. The Vice President will plan programs for each general meeting.

SECTION 5 – RECORDING SECRETARY: The Recording Secretary is to take the minutes of each membership meeting and Board meetings; to distribute copies of the minutes to each Director; to make copies of the minutes available to any other member on request; to keep all non-financial books and records available for inspection; to have custody of Safe Haven's records, bylaws, and archives, unless any or all of these are placed in the care of others by the Board; to send agendas of membership and Board meetings to each Director; to give advance notice of meetings as specified elsewhere in these bylaws to each member and Directors; to receive correspondence; to report correspondence to the Board or Executive Committee; to answer correspondence unless directed otherwise by the Board; and to perform other duties the Board may assign.

SECTION 6 – TREASURER: The Treasurer is to keep and have custody of all financial records; to submit an annual report and analysis of income, expenditures, assets, and liabilities to the Board and to the membership at the annual meeting; to deposit in Safe Haven's name in banks or trust companies designated by the Board all money received; to disburse funds as specified in the budget approved by the Board; to countersign with the President any papers regarding Safe Haven's interest in the sale approved by the Board; to countersign with the President any papers regarding Safe Haven's interest in the sale of securities or other assets or in the settlement of estates or trusts; to have the power to appoint, subject to the approval of the Board, an assistant treasurer; and to perform duties generally the same as those of other treasurers in similar organizations.

ARTICLE IX: COMMITTEES OF THE BOARD

SECTION 1 – STANDING AND SPECIAL COMMITTEES, CHAIRPERSONS, and MEMBERSHIPS: The following shall be standing committees: Advisory Finance, Executive, Fund Raising and Publicity, Nominating, Shelter Operations and Membership. The Board may also create special committees for any necessary purposes.

Chairpersons are appointed by the Board and must submit a written report on planned activities to the Board. Membership on all committees except Advisory Finance,



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Executive and Nominating is open to any voting member with the approval of the Chairperson.

The Chairperson may also appoint other members for their committee who serve in an advisory capacity.

SECTION 2 – ADVISORY FINANCE COMMITTEE: The members of this committee are the Treasurer, who is Chairperson, the President, and at least one other Director. The committee prepares the annual budget and advises on financial matters and long-range financial goals of Safe Haven. Meetings are called by the Chairperson or the President.

SECTION 3 – EXECUTIVE COMMITTEE: The members of this committee are the President, who is Chairperson, the Vice President, the Treasurer, and the Recording Secretary. The Committee acts between Board meetings to expedite business and has all the power of the Board, but its actions are subject to confirmation by the Board. The committee may not approve or terminate memberships. Meetings are called by the President.

SECTION 4 – NOMINATING COMMITTEE: The composition and duties of this committee are specified in Article VI, Section 4.

SECTION 5 – SHELTER OPERATIONS: The members of this committee are the President, two Board members, the Shelter Manager, and one other employee or volunteer selected by the Shelter Manager. This committee will meet on a monthly basis to discuss shelter operations.

All actions of this committee are subject to confirmation by the Board of Directors.

SECTION 6 – FUND RAISING AND PUBLICITY: The members of this committee are the President and two Board members. Members of Safe Haven in general may also be members of this committee; however, they may not serve as Chairperson.

The duties of this committee shall be to plan all fund raising and publicity events. Plans for all activities must be presented to the Board of Directors for confirmation at least 30 days prior to such activities taking place.

SECTION 7 – MEMBERSHIP: The members of this committee are the President, one Board member and one general member.

The purpose and duties of this committee shall be to maintain a current membership list of Safe Haven, send reminders for renewal of dues, make a personal phone call to



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delinquent members if dues are not paid within 90 days, and send acknowledgement of dues payment to members with membership card.

ARTICLE X: RULES

All membership, Board, and committee meetings will be conducted according to the rules in the latest edition of Robert's Rules of Order.

ARTICLE XI: AMENDMENT OF BYLAWS

These bylaws may not be repealed, altered, or amended by a majority vote of the Board at any meeting or any special meeting called for that purpose. Only a majority vote by the general membership of Safe Haven may change, repeal, alter or amend these bylaws. New bylaws become effective on their adoption and supersede all previous bylaws.

Article XII: Endowment Fund

Section 1 - ENDOWMENT FUND MANAGEMENT: Safe Haven is authorized to establish an independent, professionally managed Endowment Fund. The Community Foundation of Greater Dubuque is authorized to be the exclusive manager of the Safe Haven Endowment Fund.