

Last revised: 3/15/06
Adopted by the Board of Directors: 3/21/2006

BYLAWS OF
— BUFFALO HUMANE —
A NEW YORK NONPROFIT CORPORATION

ARTICLE I

ORGANIZATION

1.1 Mission:

Our mission is to promote and protect the health, safety, and welfare of pets and people by taking in and placing homeless companion animals, encouraging and supporting spay/neuter, providing community outreach to ensure proper animal stewardship, and promoting rational and effective animal care and control policies at all levels of government.

1.2 Name:

The name of this organization shall be Buffalo Humane, a Non-Profit Corporation organized under the laws of the State of New York, and shall hereafter be referred to as “The Corporation.”

1.3 Change of Name:

The Corporation may at its pleasure change its name by a majority vote of its Board of Directors, as specified in its Bylaws.

1.4 Non-Membership Status:

The Corporation has no members nor does it have any membership classes and is governed solely by its Board of Directors as specified in its Bylaws.

1.5 Dissolution:

The Corporation may dissolve upon a majority vote of its Board of Directors. Upon the dissolution of this organization, any assets remaining after the payment of debts and the satisfaction of liabilities shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

1.6 Activity Restrictions:

Certain activities by The Corporation shall be prohibited:

1.6.1 No Political Campaigning

The Corporation shall not engage in any political campaign activities in support of or in opposition to any candidate for public office. Although individual persons may engage in such activities, they may do so only in their capacity as individual citizens or members of other organizations. The Corporation's Board of Directors, Corporate Officers, Volunteers, or Employees may not engage in political campaign activities in any way representing or under the auspices of The Corporation.

1.6.2 No Animal Theft

The Corporation shall neither support nor engage in any activities in which it knowingly engages in the theft of animals. Such activities, even in the interest of animal welfare, are prohibited.

1.6.3 No Willful Destruction of Property

The Corporation shall neither support nor engage in any activities in which property is willfully, knowingly, and intentionally destroyed. It makes no difference whether such property is public or private.

ARTICLE II

GENERAL PROVISIONS

2.1 Provision for Bylaws:

The following provisions shall constitute the general operating Bylaws of The Corporation, and shall be in lieu of all Bylaws heretofore in force and the same are hereby repealed.

2.2 References in the Bylaws:

Words and phrases specifying or naming any Board Director, Corporate Officer, or Committee of The Corporation shall be construed as including the lawful successor, or the person or persons having the powers and performing the duties of such Board Director, Corporate Officer, or Committee.

2.3 Changes to the Bylaws:

Any and all of these Bylaws may be repealed or amended, or additional Bylaws may be adopted, by authority of the Board of Directors, subject to the provisions set out in these Bylaws.

ARTICLE III

OFFICES

3.1 Principal Office:

The Principal office of The Corporation shall be located in Erie County, New York, at an address determined by the Board of Directors. The Board of Directors may change the principal office when it so desires.

3.2 Other Offices:

The Corporation may also have offices in other places as the Board of Directors may determine or the business of The Corporation may require.

ARTICLE IV

BOARD OF DIRECTORS

4.1 Powers:

The business of The Corporation shall be managed by and under the direction of the Board of Directors ("The Board"), which shall exercise all powers of The Corporation and do all such lawful acts and things not prohibited by statute or by these Bylaws. The Board of Directors may delegate management responsibilities to Officers or Committees of The Corporation, as it deems appropriate to ensure the effective functioning of The Corporation.

4.2 Function:

It shall be the function of the Board of Directors to:

5.2.1 . . . Perform any and all duties imposed on them collectively or individually by law or by these Bylaws.

5.2.2 . . . Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties of all Officers, Agents, Volunteers, and Employees of The Corporation.

5.2.3 . . . Oversee all Officers, Agents, Volunteers, and Employees of The Corporation to assure that their duties are performed properly.

5.2.4 . . . Meet at such times and places as required or permitted by these Bylaws.

5.2.5 . . . Register their mailing addresses, home phone numbers, and email addresses with the Chair of the Board of Directors of The Corporation. Notices of meetings sent by U.S. Mail or Electronic Mail to them at such addresses shall be valid notices thereof.

5.2.6 . . . Prescribe the duties any Committees.

5.3 Number:

The number of the Board of Directors shall not be less than three (3) and not be more than eleven (11) unless such numbers are changed by amendment to these Bylaws.

5.4 Term of Appointment:

Except as provided for in these Bylaws, members of the Board of Directors shall be elected for three-year (3-year) terms. If duly re-elected as provided in these Bylaws, members of The Board may serve successive terms, and no term limits are set upon them.

5.5 Election of Board Members:

Board Members may be elected at any meeting of the Board of Directors by a majority vote of the sitting Directors.

5.7 Expectations of Board Members:

Members of The Board must attend at least two-thirds (2/3) of the scheduled meetings during their term of appointment. Furthermore, each Board Member shall be expected to carefully review any materials or reports provided in advance of meetings so as to render an informed decision on such matters as come before The Board during its meetings. The Board shall also elect one Director to serve as Chair (to manage and conduct meetings) and another Director to serve as Secretary (to record the actions and decisions of The Board).

5.8 Meetings:

Meetings conducted by the Board of Directors shall conform to the following guidelines:

5.8.1 Types of Meetings

Meetings of the Board of Directors may be Regular Meetings and Special Meetings. All meetings shall be held at a place determined by the Chair of The Board. One Regular Meeting shall be designated as the Annual Meeting of The Board for purposes of annual reporting obligations.

5.8.1.1 Regular Meetings

The Board shall hold a minimum of four (4) Regular Meetings per year in order to conduct regular business. Written (U.S. Mail) or email (Electronic Mail) notice shall be given to each Director on The Board at least fourteen (14) days in advance.

5.8.1.2 Annual Meeting

The Board of Directors shall designate one Regular Meeting as the Annual Meeting of The Board for purposes of annual reporting and filing obligations as required by state and federal law. The annual report of The Corporation shall be filed with the minutes of the meeting so designated.

5.8.1.3 Special Meetings

Special Meetings of The Board may be called by or at the request of any Officer of The Corporation, as so designated by The Board. Special Meetings may also be called by any sitting Director on The Board upon written demand of not less than one-fifth (1/5) of the entire board. Written notice of any Special Meeting shall be given at least fourteen (14) days in advance to Board Members. Such notice shall be sent by email or by regular mail, based upon each Director's stated preference to the Chair. In the event that a more timely need to meet is necessary, The Board may waive notification as provided in Section 5.8.4.

5.8.4 Waiver of Notification

Any Board Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not called or convened in accordance with these Bylaws. A Director may also provide a waiver of notice in writing or by email to the Chair of The Board in advance of the meeting.

5.8.5 Quorum

At all meetings of the Board of Directors, except as otherwise provided by law, the certificate of incorporation, or these Bylaws, a quorum shall be required for the transaction of business and shall consist of not less than one half of the sitting Directors. The vote of a majority of the Directors present at the time of a vote (provided a quorum is present at such time) shall decide any question that may come before the meeting. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time or place without notice other than announcement at the meeting of the time and place to which the meeting is adjourned.

5.8.6 Conduct of Meetings

The latest edition of Robert's Rules of Order shall govern the conduct of all meetings. Because the regular parliamentary procedures outlined in Robert's Rules of Order can be cumbersome for smaller groups, The Board shall, whenever possible, conform to the streamlined provisions contained therein for the conduct of meetings involving fewer than a dozen or so persons.

5.9 Voting Rights of Board Members:

Each Director on The Board may cast a single vote on matters before it. Any action required or permitted to be taken by The Board may be taken without a meeting if all Board Members consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents by the Directors shall be filed with the minutes of the next Regular Meeting of The Board.

5.11 Resignations:

Any Board Member may resign at any time by giving written notice to the Chair or Secretary of The Board. Such resignation shall take effect immediately upon receipt of the Director's written notice. Three consecutive absences from meetings (Regular or Special) of The Board by a Director shall constitute a resignation without notice.

5.12 Removals:

A Director on The Board may be removed prior to the completion of his or her term by a vote of two-thirds (2/3) of the remaining sitting Directors.

5.13 Compensation of Board Members:

Directors shall not receive any compensation for their services as members of The Board of The Corporation. However, Directors may provide service in another capacity (hereafter referred to as "extracurricular services") and may receive reasonable reimbursement for such services, subject to the ethical provisions specified in Section 5.14 of these Bylaws. Similarly, Directors may receive reimbursement for reasonable expenses associated with serving on The Board when consistent with Board policy.

5.14 Ethical Considerations and Conflicts of Interest:

The Corporation takes very seriously potential conflicts of interest and the ethical conduct of its Directors. Recognizing that even the appearance of impropriety can adversely affect its ability to raise money and effectively fulfill its stated purpose, all Directors should inform The Board as soon as possible of any actual or potential conflicts of interest. In addition, Directors are discouraged from seeking reimbursement for services provided to The Corporation outside of their Board responsibilities. However, knowing that Board Directors may be in a position to provide services to The Corporation at rates below those normally available to it, reasonable reimbursement is allowed, subject to the following provisions:

5.14.1 Prior Approval for Provision of Services

For a Director to receive reimbursement for extracurricular services, the extracurricular services must be approved by The Board in advance of the rendering of any such services. Furthermore, the terms of the reimbursement must be specified in the minutes at the time prior approval is granted. This provision applies only to services rendered by Directors on The Board and not other individuals or entities.

5.14.2 Monetary Limits

With respect to reimbursement for services rendered to or on behalf of the Corporation, no sitting Director may be reimbursed more than five hundred U.S. dollars equivalent (\$500 US) in any single fiscal year without majority approval of the remaining sitting Directors of The Board.

ARTICLE VI

INDEMNIFICATION

6.1 Standards for Indemnification:

Unless expressly prohibited by law, The Corporation shall indemnify any Director or Board Member or Officer of The Corporation, his or her heirs, successors and/or assigns, made or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative, or investigative), by reason of the fact that such person is or was a Board Member, Director, Officer, Employee, or Agent of The Corporation or serves or served any other enterprise at the request of The Corporation (all of such persons being subsequently referred to in these Bylaws as a "Corporate Functionary"), against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of The Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful, except that no indemnification shall be made in relation to matters as to which such person shall have been finally adjudged in such action, suit, or proceeding to be liable to The Corporation.

6.2 Authorization Requirements:

Any indemnification under this Section shall be made by The Corporation only as authorized in the specific case upon a determination that indemnification of the Corporate Functionary is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Section. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum of disinterested Board Members or (2) if such a quorum is not obtainable, or, even if obtainable if a quorum of disinterested Board Members so directs, by independent legal counsel in a written opinion.

6.3 Extent of Indemnification:

The rights of indemnification provided for in this Section shall be in addition to all rights to which any Corporate Functionary may be entitled under any agreement or as a matter of law or otherwise, and shall inure to the benefit of the Corporate Functionary's estate, heirs, executors and administrators. If this Section or any portion hereof shall be invalidated on any ground by a court of competent jurisdiction, The Corporation shall nevertheless indemnify each Corporate Functionary to the full extent permitted by any applicable portion of this Section that shall not have been invalidated.

6.4 Insurance Option:

The Corporation may purchase and maintain insurance on behalf of any Corporate Functionary against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his status as such, whether or not The Corporation would have the power to indemnify him against such liability under the provisions of this Section.

ARTICLE VII

REVISIONS OF THE BYLAWS

7.1 Amendments to the Bylaws:

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the sitting Directors of The Board.

7.2 Review of the Bylaws:

These Bylaws shall be reviewed annually at the Regular Meeting designated as the Annual Meeting of the Board of Directors.