

**BY-LAWS
OF
MISSISSIPPI CRITTERZ**

ARTICLE I

Definitions and Construction

Section 1 01. DEFINITIONS: The following terms shall have the definitions listed below:

(a) Act. - The Mississippi Nonprofit Business Corporation Act however codified in the Mississippi Code as existing or hereafter amended as well as any corresponding successor statutes.

(b) Articles. - Means articles of incorporation and/or the charter of incorporation granted by the Secretary of State of the State of Mississippi.

(c) Corporation. – Mississippi Critterz, a Mississippi nonprofit corporation.

Section 1.02. CONSTRUCTION. Any conflicts between the provisions of these by-laws, the non-discretionary provisions of the Act, and the charter of incorporation shall be resolved in favor of the Act, then the charter of incorporation, and then the by-laws.

ARTICLE II

NAME, LOCATION AND DURATION

Section 2.01. The name of this corporation is Mississippi Critterz.

Section 2.02. The principal and registered office of the corporation in the State of Mississippi shall be Mississippi Critterz, P.O. Box 2494 Oxford, MS 38655. The corporation may have such other offices, either within or outside the State of Mississippi as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 2.03 The Corporation may be perpetually renewed.

ARTICLE III

PURPOSES

Section 3.01. This corporation is a not for profit corporation organized pursuant to Mississippi Code Ann. § 79-11-101, et seq., and Section 501(c)(3) of the Internal Revenue Code of 1986.

Section 3.02. The purpose of Mississippi Critterz shall be to support responsible pet ownership by promoting spay/neuter, reduce animal cruelty and neglect, and to engage the hearts, hands and minds of the community to help create a healthy animal community. The mission of Mississippi Critterz is provide temporary shelter to stray, abandoned, and surrendered animals for the purpose of finding permanent suitable homes, to promote adoptions, to find foster homes, and to organize transports to reputable animal shelters/rescue groups to help reduce excessive euthanasia with the goal of no-kill (90% live release rate) within our community, provide referrals for low cost spay/neuter services from participating veterinarians, and the humane treatment of animals within the Lafayette County community.

Section 3.03. This corporation is created and shall be operated exclusively for charitable, literary, or educational purposes for the State of Mississippi. Such activities may be conducted by the corporation either directly or by contributions to organizations duly authorized to carry on charitable, scientific, literary, or educational activities for Mississippi Critterz. Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended, and any other applicable legislation and regulations as may now or hereafter exist.

Section 3.04. Upon the dissolution of the corporation, its assets shall be used to meet any outstanding debts, liabilities or obligations. The remainder shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code or as determined by the membership. Any such assets not so disposed of shall be disposed of by the chancery court of the county of which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, that are organized and operated exclusively for such purposes.

ARTICLE IV

MEMBERS

Section 4.01. There shall be two classes of membership:

- (a) Board of Directors. Members who guide and direct the organization's policies and platform and must be dues paying members of the corporation. See Section 5.01.
- (b) Voting. Active, dues paying, members of the corporation. This group will consist of Committee Chairmen and other dues paying members of the corporation to vote in general elections for Executive Board member positions.

Section 4.02. General association is open to all who register with the corporation.

Section 4.03. A majority of the Officers must approve the denial of membership to any individual.

Section 4.04. All voting members must pay an annual fee of \$50.00 to maintain their voting rights. Dues are by calendar year, January 1st through December 31st. Members must have paid dues at least 90 days prior to the annual January meeting in order to vote in the election for Executive positions.

ARTICLE V

BOARD OF DIRECTORS

Section 5.01. Composition of the Board of Directors. A member of the Board of Directors must be an individual over the age of eighteen and an Officer of the Corporation. The Board of Directors shall be composed of no less than five and no more than nine members. The initial directors of the corporation shall be Gail Brown, Danielle Little, Brandee Ledene, Natascha Techen Scott, and Barry Scott, who shall serve as directors for an initial term of their position on the Executive Board and/or serve as an Officer of the Board, unless they resign, become incapacitated or are removed. Upon the death, resignation, or determination of incapacity of any director, the remaining directors shall continue to serve as the directors of the corporation and the vacancy shall be filled pursuant to Section 5.03. No member of the Board of Directors may serve more than two consecutive terms on the board.

Section 5.02. Change in Size of Board. The Board of Directors may, by its own resolution, increase or decrease the size of the Board of Directors at any meeting and the number so determined shall remain fixed until changed by a subsequent resolution. If the number is increased at a meeting other than an annual meeting, the new directors may be elected at the same

meeting by a two-thirds vote of the directors. Unless removed as authorized in these by-laws, all directors shall hold office until their respective successors are elected and qualified.

Section 5.03. Vacancies. Vacancies in the Board of Directors shall be filled by an individual meeting the qualification requirements expressed herein and elected by a majority vote of the voting members serving on the residing Board of Directors. A vacancy or vacancies in the Board of Directors shall be deemed to exist in the case of death, resignation or removal of any director, or at the expiration of the directors' term. No reduction of the number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 5.04. Resignation. Any director may resign at any time by giving written notice of his resignation to the Board at a meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If the Board of Directors accepts the resignation of a director rendered to take effect at a future time, a majority vote of the Board of Directors shall have the power to elect a successor to take office when the resignation is to become effective.

Section 5.05. Removal. Any individual director may be removed from office with or without cause by vote of two-thirds of the directors entitled to vote at any meeting of the Board of Directors. In case any one or more directors be so removed, a majority vote of the Voting members shall have the power to elect a successor to take office immediately upon removal. If any director shall be removed from office, then the President will call a special meeting of the Voting Members within 30 days of such removal so that a director may be elected to fulfill the remainder of the term of the removed director.

Section 5.06. When Board May Declare Vacancies. The Board of Directors shall declare vacant the office of a director if he be declared of unsound mind by order of court, if convicted of a felony, or if within sixty (60) days after notice of his election if he does not accept such office in writing or does not attend a meeting of the Board of Directors.

Section 5.07. Salaries and Compensation. Members of the Board of Directors shall not be entitled to a salary for their service as members of the Board of Directors of the corporation.

Section 5.08. Proxies. Members of the Board of Directors are entitled to vote by use of proxy as long as written consent is given physically or electronically.

Section 5.09. Director Authority. Unless duly authorized by the Board of Directors, no director, in his capacity as such, shall individually take any action with respect to the corporation's administrative affairs.

Section 5.10. Duties of the Board of Directors.

(a) The directors shall have responsibility for the general management and control of the business and affairs of the corporation and shall exercise all powers that may be exercised or performed by a nonprofit charitable corporation under the laws of the State of Mississippi, the certificate of incorporation, and these by-laws. The power of the corporation shall be exercised by or under the authority of, and the business, affairs and property of the corporation shall be managed and controlled under, the direction of the Board of Directors which may exercise all powers of the corporation.

(b) The Board of Directors shall be responsible for formulating policy for the corporation.

(c) The Board of Directors shall not invest its assets in such a manner that jeopardizes carrying out the expected purpose of the corporation.

(d) The Board of Directors shall require that payments, distributions, and contributions are paid in accordance with Internal Revenue Code and regulations.

ARTICLE VI

QUALIFICATIONS FOR DIRECTORS

Section 6.01. Qualifications. Before any person can be appointed or elected as a Director, he or she must meet the following eligibility requirements:

(a) The individual shall be a member of the Organization for a period of at least 90 consecutive days;

(b) The individual shall be current in membership fees;

(c) The individual shall not have been convicted of any criminal felony, nor shall be arrested or convicted of any crime or offense to animals.

Section 6.02. Exceptions. If any person desiring to be a Director does not meet the eligibility requirements stated above, such person must first obtain a ratified waiver from the Nominating Committee, before being eligible to run for Director, or to accept a Director vacancy.

ARTICLE VII

NOMINATION OF DIRECTORS TO BE ELECTED AT ANNUAL MEETING

Section 7.01. Nomination Procedure. Any person desiring to be on the election ballot for the Board and meeting the eligibility requirements herein, or needing to obtain a waiver of the eligibility requirements, may submit a resume with his or her name, address, telephone number and email, to the Chair of the Nominating Committee. The Nominating Committee shall make nominations for the Board to be elected at the Annual Meeting and report the same to the Secretary by the end of business on January 31 of each year.

Section 7.02. Certification of Names for Election. The Secretary shall certify that the applicant meets the eligibility requirements, or has received the ratified waiver from the Nominating Committee, and that the applicant has met the deadlines herein. Upon certification, the Secretary shall place the applicant's name on the election ballot at the Annual Meeting. The Board of Directors will publish a ballot at least 30 days prior to the vote.

ARTICLE VIII

EXECUTIVE BOARD

Section 8.01. Executive Board. The Corporation shall have an Executive Board which include; a President, Vice-President, Secretary, and Treasurer. The President will serve as the Chairman of the Board of Directors. Executive Board Members shall serve a term of twenty-four months, beginning June 1 of each year and ending May 31 two years later. The President and Secretary shall be elected on odd years beginning in 2019 and the Vice President and Treasurer will be elected on even years beginning 2020.

Section 8.02. Election. An individual must be a voting member (See Section 4.01) of the corporation to hold office. Voting members must be present to vote or may vote by absentee ballot by approved electronic methods. Nominations for Executive Board positions must be made in writing to the Board of Directors. The Board of Directors will publish a ballot at least 30 days prior to the vote, and submit such ballot to each voting member present at the annual meeting, as well as the approved electronic method for absentees. Ballots submitted by voting members present at the annual meeting, or by absentee ballot, will be eligible. If any officer resigns or has been removed or otherwise disqualified to serve, the Board of Directors may appoint interim officers in accordance with the provisions of Sections 5.03, 5.04, 5.05, and 5.06, and each shall hold his office until he shall resign or have been removed or otherwise disqualified to serve, or his successor shall be qualified.

Section 8.03. President. The President shall be the Chairman of the Board, and Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the corporation consistent with the express policies and goals of the corporation. The President shall preside at all meetings of the Board of Directors. The President is authorized to sign all documents requiring execution in the name of the corporation as may pertain to the ordinary course of the corporation's business and shall, with the Secretary, sign the minutes of all meetings over which he may have presided.

Section 8.04. Vice-President. In the extended absence or the disability of the President, the Vice-President shall perform all the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the by-laws.

Section 8.05. Secretary. The Secretary shall keep or cause to be kept, at the principal office of the corporation or such other place as the Board of Directors may order, a book of minutes of all meetings of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at director's meetings, and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the by-laws to be given, and he shall keep the seal of the corporation in safe custody. He shall also sign, with the President or Vice-President, all contracts, deeds, licenses and other instruments when so ordered. He shall make such reports to the Board of Directors as they may require and shall also prepare such reports and statements as are required by the laws of the State of Mississippi and shall perform such other duties as may be prescribed by the Board of Directors or by the by-laws. He shall attend to such correspondence and perform such other duties as may be incidental to his office or as may be properly assigned to him by the Board of Directors. The Secretary shall also maintain the roles of membership and officers.

Section 8.06. Treasurer. The Treasurer shall perform the duties of the Secretary in the case of his absence or disability and such other duties as may be specified by the Board of Directors. He shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus. The books of account shall at all reasonable times be open to inspection by any director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designed by the President. He shall disburse the funds of the corporation as may be ordered by the President, shall render to the President and directors, whenever they require it, an account of all of his transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the by-laws. The Treasurer shall not approve of organizational payments of bills or obligations greater than five hundred dollars without prior approval by vote from the

Board of Directors. The Treasurer does have the authority to pay recurring expenditures greater than five hundred dollars for subscriptions, fees or taxes.

Section 8.07. Authority to Bind Corporation. Only the President or Treasurer of the corporation shall have the authority to cause the corporation to become obligated in any manner or form whatsoever except as may be prescribed by the Board of Directors.

ARTICLE IX

COMMITTEES

Section 9.01. Standing Committees. The President may designate such standing or other committees of the corporation as it deems appropriate and advisable. All actions of committees must be submitted to and approved by the President in advance of the action.

Section 9.02. Committee Chairman. The President shall appoint the chairman of any committees, and he shall serve at the pleasure of the President.

Section 9.03. Committee Members. The chairman of each committee shall choose its members subject to approval by the Board.

Section 9.04. Reports. The chairman of any committee shall maintain complete and accurate records of the committee's actions and undertakings. The chairman of each committee shall provide a report to the President.

Section 9.05. Meetings. Each committee shall meet at reasonable and regular time intervals.

ARTICLE X

FINANCIAL MATTERS

Section 10.01. Financial Year. The fiscal year of the corporation shall terminate on the 30th day of **September** of each calendar year and all records, books and accounts and all tax returns shall be kept and filed accordingly.

Section 10.02. Financial Records. The corporation shall establish and maintain appropriate financial records to allow it to conduct its business in an appropriate manner.

Section 10.03. Checks and Accounts. The corporation shall be authorized to establish any checking, savings or other account of any kind or nature at a bank or other institution as deemed appropriate by the Board. The Board shall also establish and approve by two-thirds vote

other appropriate procedures for the writing of checks, borrowing of funds, receipt of funds, expenditure of funds and similar financial transactions.

Section 10.04. Budget. Each year the Board of Directors shall adopt a budget for the coming year.

Section 10.05. Tax Returns and Audits. All required tax returns shall be filed with the Internal Revenue Service and the Mississippi State Tax Commission annually at the close of the fiscal year. An audit of the corporation may be conducted in such time and in such manner as directed by the Board of Directors.

ARTICLE XI

MEETINGS

Section 11.01 Regular Annual Meeting. A regular annual meeting of the Board of Directors for the purpose of transacting any business coming before such meeting shall be held on the 3rd Monday of May or within 30 days, beginning in 2018. No notice of such meeting to the elected directors, other than this by-law, shall be necessary in order to constitute the legal meeting, provided a majority of the whole Board shall be present. If a majority of the Board shall not be present, then such regular annual meeting may be held at such time as shall be fixed by the consent of all the directors.

Section 11.02. The Corporation shall hold monthly meetings to allow the Board to plan, discuss, and vote on necessary issues in regards to the Corporation and promote transparency for community input and involvement. Notice of meeting will be given to members no later than 15 days prior to date of meeting.

- (a) Telephonic Meeting. Members of the Board of Directors may participate in a meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 11.03. Place of Meeting. Regular meetings of the Board of Directors shall be held at any place within or outside the State of Mississippi that has been designated by resolution of the board or by consent of all members of the Board.

Section 11.04. Special Meeting. Special meetings may be called at any time by the Secretary when so directed by the President or, in his/her absence or incapacity by the Vice President, or by any three members of the Board. Every written request for a meeting shall state the purpose or purposes of the proposed meeting. No business shall be considered at any special meeting other than the purposes mentioned in the notice given to each director of the meeting,

except upon the unanimous consent of all directors. Special meetings for which written request is made shall be held not less than 15 days nor more than 30 days after the filing of the request, and shall be held at a time and location that the President shall designate.

- (a) Notice of Special Meeting. Written notice of the time, place and purpose of all special meetings shall be delivered to each director via email at least three business days prior to the time of the meeting and shall be posted at the Organization's headquarters and on its website at least 3 days in advance of the date set for such meeting.

Section 11.05. Waiver of Notice. Any actions taken or approved at any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present.

Section 11.04. Quorum. In all meetings of the Board, a quorum shall consist of not less than two-thirds (2/3) of the fixed or prescribed number of directors present in person, or by telephone or similar communications equipment, and the acts of a majority of the directors present at a meeting in which a quorum is present shall be the acts of the Board of Directors except as may be otherwise specifically provided by statute or by the certificate of incorporation or by these by-laws and except to adjourn as hereinafter provided.

Section 11.05. Adjournment. A quorum of the directors may adjourn any directors meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum of a majority of the directors present at any directors meeting, either regular or special, may adjourn to a later date but may not transact any business until a quorum has been secured. At any adjourned meeting at which the required number of directors shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 11.06. Action without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent thereto in writing. Such written action by unanimous consent shall have the same effect as actions taken at a meeting of the Board of Directors and shall be filed with the Secretary of the corporation and made a part of the minutes of proceedings of the Board of Directors.

ARTICLE XII

PARLIAMENTARY AUTHORITY

Section 12.01. The current edition of Robert Rules of Order shall be the final source of authority on all questions of parliamentary procedure when such rules are not inconsistent with the articles of incorporation and by-laws of the corporation.

ARTICLE XIII

INDEMNIFICATION

Section 13.01. Indemnification of the Board of Directors (Officers). The corporation shall provide for indemnification by the corporation for all of its directors and officers to the greatest extent allowed by the Act or other applicable law, against expense actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they are or any of them are made parties or a party, by reason of having held their office with the corporation, except in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of their duty and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or misconduct.

ARTICLE XIII

AMENDMENTS

Section 14.01. These by-laws may be altered or amended by the affirmative vote of two-third (2/3) of the whole Board of Directors at any meeting of the Board of Directors; provided, however, if any director shall object to the consideration of any proposed amendment, the proposal may not be voted on unless notice of the proposed amendment was given at least thirty days prior to the meeting.

CERTIFICATION OF ADOPTION OF BY-LAWS

The undersigned hereby certifies that these By-laws are the true and correct By-laws of the corporation of the Board of Directors for Mississippi Critterz duly adopted on 2/1/2018.

Dated and executed this 1st day of February, 2018.

By: Gail Brown
Name: Gail Brown
Title: Director

By: Brandee Ledene
Name: Brandee Ledene
Title: Director

By: Natascha Teckow Scott
Name: NATASCHA TECKOW SCOTT
Title: Director

By: Danielle Little
Name: Danielle Little
Title: Director

By: Barry Scott
Name: Barry Scott
Title: Director