**BYLAWS**

**OF**

**Animal Rescue Group of Northern Nevada, Inc.**

**a Nevada nonprofit corporation**

**NRS General Provision 0.030** The use of a masculine noun or pronoun in conferring a benefit or imposing a duty does not exclude a female person from that benefit or duty. The use of a feminine noun or pronoun in conferring a benefit or imposing a duty does not exclude a male person from that benefit or duty.

**ARTICLE I**

**OFFICES AND CORPORATE SEAL**

* 1. **Principal Office.** The principal office of the corporation shall be its known place of business in, Fernley, Nevada. The mailing address shall be P.O. Box 1, Fernley, Nevada, 89408.

**1.2 Other Offices.** The corporation also may maintain offices at such other place or places, either within or without the State of Nevada, as may be designated from time to time by the board of directors, and the business of the corporation may be transacted at such other offices with the same effect as that conducted at the principal office.

**1.3 Corporate Seal.** A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the corporation, but one may be used if the officers or the board of directors so decide.

**ARTICLE II**

**PURPOSES**

**2.1 Charitable Purpose.** The purposes for which the corporation is formed are those set forth in its Articles of Incorporation, which are to conduct activities related to the promotion and encouragement of humane treatment of and the health and welfare of animals in accordance with NRS 574 of the State of Nevada.

**2.2 Dividends Prohibited.** The corporation is not formed for pecuniary or financial gain, per Section 501(c)(3) of the Internal Revenue Code and no part of the assets, income, or profit of the corporation is distributable to, or will inure to the benefit of, its directors or officers or other private individuals; provided, however, that nothing contained herein shall be construed to prevent the payment of reasonable compensation for services actually rendered by volunteers, officers or directors of the corporation and reimbursement of expenses incurred in connection therewith.

**ARTICLE III**

**CONDUCT OF ACTIVITIES**

The activities and affairs of the corporation shall be conducted by the board of directors and such officers as it shall appoint.

**ARTICLE IV**

**DIRECTORS**

**4.1 Number.** The board of directors shall consist of at least five (5) persons or such other number of persons as may be designated from time to time by resolution of a majority of the entire board of directors. The board chairman shall be elected by the board. The directors shall be elected by the membership except as provided in section 4.2, and each director elected shall hold office until his resignation is submitted or he is unable to perform his duties. These directors may also be officers; however, a director cannot vote for himself if he is being considered for an office. To be voted in as an officer will require 3 or more votes from other directors.

**4.2 Vacancies.** Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by the affirmative vote of the membership, and the directors chosen shall hold office until either the next election or until their successors are duly elected and qualified, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by item 4.1.

**4.3 Removal of Directors** A director may be removed by a majority vote of the membership for declaration of an unsound mind, conviction of a felony, missing 3 or more board meetings or when it is determined to be in the best interest of the corporation. Said director should be notified prior to the removal and a hearing by the remaining board may take place.

**4.4 Place of Meetings.** The board of directors of the corporation may hold meetings, both regular and special, either within or without the State of Nevada. Meetings may be held by means of telephone conference call or similar communications equipment, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

**4.5 Annual Meeting.** An annual meeting of the board of directors shall be held each year at such date and time as shall be designated by the board of directors and stated in the notice of meeting. At the annual meeting, the current board of directors shall elect officers. No notice shall be necessary to the newly constituted board of directors in order for the meeting legally to constitute the annual meeting, provided that a quorum of the newly constituted board of directors shall be present. The board of directors may transact any other business which may properly come before it. If a quorum of the newly constituted board of directors is not present, the annual meeting will be held as soon as practicable

**4.6 Regular Meetings** A meeting of the board of directors may be held without notice at the time and at the place as shall from time to time be determined by the board.

**4.7 Special Meetings.** Special meetings of the board may be called by the board chairman, with due notice to each director, either personally, or by telephone. The time and place of each special meeting shall be determined by the chairman.

**4.8 Quorum.** A majority of the membership of the board of directors shall constitute a quorum and the concurrence of a majority of those present shall be sufficient to conduct the business of the board, except as may be otherwise specifically provided by the Articles of Incorporation. If a quorum shall not be present at any meeting of the board of directors, the directors then present may adjourn the meeting to another time or place, without a notice other than announcement at the meeting, until a quorum shall be present.

**4.9 Action without Meeting.** Unless otherwise restricted by the Articles of Incorporation or these bylaws, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if all members of the board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee.

**4.10 Waiver of Notice.** Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any director may waive notice of any annual, regular or special meeting of directors by executing a written notice of waiver either before or after the time of the meeting.

**4.11 Compensation and Expenses.** Directors shall serve without compensation but, by resolution of the board of directors, a reasonable fixed sum and/or expenses for attendance, if any, may be allowed. A director is not precluded from serving the corporation in any other capacity nor from receiving reasonable compensation for such services or reimbursement of expenses thereof; provided that in no event may a director participate in a vote on his or her compensation arrangement, and in no event may a director participate in a vote that would directly or indirectly benefit that officer or director or any business with which he or she is related.

**ARTICLE V**

**OFFICERS**

**5.1 Designation of Titles.** The officers of the corporation shall be elected by the board of directors and shall be a president, vice president, treasurer, and secretary. Any number of offices may be held by the same person. The officers shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Officers duties are as follows:

President – The President, as the Chief Executive Officer, is authorized to enter into contracts or execute and deliver any instrument in the name of and on behalf of the corporation as long as those actions are in accordance with the bylaws of the corporation, the stated mission of the corporation, and are in accordance with Section 501(c)(3) of the Internal Revenue Code. (Article VIII, 9.2). The president further conducts meetings twice a month or as designated.

Vice President – Vice president will assist the president as necessary and conduct meetings in the absence of the president.

Treasurer – The treasurer will handle all monetary transactions for the corporation as necessary such as reconciling bank statements, expense reimbursements, credit card usage and provide reports once a month at a meeting showing income and expenditures for the previous month.

Secretary - The secretary will take minutes of each meeting, maintain effective records, communicate and correspond as required and maintain the member roster. Forms will be updated as needed and informational packets prepared for new members which will include by-laws and members’ roster. The secretary may, at his discretion, delegate some of these responsibilities to volunteers

**5.2 Appointment of Officers.** The board of directors shall elect all officers at each annual meeting.

**5.3 Salaries.** The officers shall serve without compensation unless the board shall otherwise determine. If an officer is also a director, that director may not participate, by vote or otherwise, in negotiating his or her compensation as an officer.

**5.4 Term.** The officers of the corporation shall hold office for a term of one year with no term limits. Any officer elected by the board of directors may be removed at any time by the board of directors. If the office of any officer becomes vacant for any reason, a replacement shall be appointed by the board of directors.

**5.5 Removal of an Officer** – The board, at its discretion, may remove an officer for dereliction of duty.

**ARTICLE VI**

**FISCAL YEAR**

The fiscal year of the corporation shall be January 1 through December 31 of each year.

**ARTICLE VII**

**INDEMNITY**

The corporation shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprise, in all circumstances in which, and to the extent that, such indemnification is specifically permitted and provided for by the laws of the State of Nevada as then in effect. Any indemnification hereunder shall be made by the corporation only as authorized by the board of directors by a majority vote of the quorum consisting of directors who were not parties to the action, suit or proceeding, or if such quorum is not obtainable, as specifically permitted and provided for the laws of the State of Nevada as then in effect.

**ARTICLE VIII**

**GENERAL PROVISIONS**

**8.1 Checks and Other Instruments.** All checks and other instruments made by the corporation shall be signed by the treasurer, officer or officers or such other person or persons as the board of directors may from time to time designate.

**8.2 Contracts.** The board of directors 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 that authority may be general or confined to specific instances.

**8.3 Dissolution**. In the event the corporation shall dissolve due to lack of members, participation, interest or any other reason, funds will be disbursed to any like 501(c)(3) organization(s) in the geographic areas currently being served to be determined by any remaining members in good standing.

**ARTICLE IX**

**REPEAL, ALTERATION OR AMENDMENT**

These bylaws may be repealed, altered or amended, or substitute bylaws may be adopted, at any time only by a majority of the board of directors.

[Signature follows this page.]

I, Vanessa Stuart do hereby certify:

(1) That I am the duly elected and acting President of Animal Rescue Group of Northern Nevada, Inc., a Nevada non-profit corporation; and

(2) That the foregoing bylaws, comprising five (5) pages, including this signature page, constitute the bylaws of said corporation as duly adopted at a meeting of the board of directors thereof duly held on the \_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_, 2018.

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President