

majority vote of those present and voting. Each Director Shall have one (1) vote, and no voting by proxy shall be permitted.

Section XIII

The Executive committee shall be composed of four (4) Directors and said committee shall include the President, The Vice-President, the Treasurer, and the Secretary as may be elected by the Board at the annual meeting of the members of the organization. The Executive Committee shall adopt such rules and regulations, as it may deem prudent for its management.

The Board of Directors may provide for such other committees as the Board deems desirable and may delegate to such committees such duties and powers from time to time as it shall deem necessary or desirable.

Section XIV

Directors, as such, and members of Committees, shall be classed as volunteers and shall not receive any salaries or fees for their services, but may be reimbursed for any expenses incurred while fulfilling their duties.

ARTICLE VI: OFFICERS

Section I

At each annual meeting of the Board of Directors, or in default of election at such meeting, then at an adjournment thereof, or at any meeting, of the Board of Directors called for the purpose of election of Officers, the Board of Directors shall elect a President, a Vice-President, a Secretary, and a Treasurer. It may choose any other Officers as the business of the organization may require. All the Officers shall hold office at the pleasure of the Board of Directors but in case beyond the time when their respective successors shall qualify and be elected.

Section II

Whenever by death, resignation, or otherwise, any vacancy shall occur in any office of the organization, the vacancy may be filled by the Board of Directors.

Section III

The President: 1) Shall preside over all meetings of the organization, the Board, and the Executive Committee; 2) Shall be ex-officio, with vote, a member of all committees of the Board; and 3) Shall deliver to the annual meeting of the Members of the organization a comprehensive report of the program and policies followed by the Board the preceding year.

Section IV

The Vice-President shall fill all functions of the President when the latter is incapacitated, is unavailable, or for any other reason cannot serve.

Section V

The Secretary shall take and preserve minutes of all meetings of the Members of the organization and of the Board, notify Members and Directors of annual, regular, and special meetings, and perform other duties assigned by the Board. The Secretary shall cause the minutes of all Membership and Board meetings to be published in a form which shall be available, upon request, to all members, and be responsible for the safe keeping of such records and shall receive and report all correspondence as directed unless otherwise directed and be responsible for their safekeeping.

Section VI

The Treasurer shall receive and deposit in a Bank designated by the Board all monies and securities, disburse funds in accordance with a budget approved by the Board of Directors, and submit to the Board and to the annual meeting of the organization an annual report, audited by an independent party selected by the Board, of the income and expenditures of the organization for the preceding year, and of liabilities and assets.

ARTICLE VIII: COMMITTEES

Section I

Each Committee shall consist of two members with the Chairperson appointed by the President.

Section II

Studies, research, and recommendations of all committees shall be reported to the Board of Directors for consideration and action.

Section III

Committees created to support and serve the organization, the public, the Walker County Commissioner and the Walker County Animal Shelter.

A/ Education: Gathers material. Presents programs for schools, clubs and other such organizations.

B/ Law: Reviews Federal, State, County laws, insurance and liability coverage, and recommends amendments.

C/ Finance: Applies for grants; reviews funds; Treasurer chairs

this committee.

D/ Building and Planning: Keeps shelter construction on track, researches and recommends need for future building projects.

E/ Spay\ Neuter Program: Set up and monitor of spay\ neuter program, reviews applications for qualification to participate in the spay\neuter program.

F/ Public Relations: Informs public through media, letter, periodical, of activities, events or opportunities.

G/ Report Response Team: Working with local authorities to investigate and monitor reported cases of abuse or negligence.

H/ Membership: Solicits for support for shelter and N.G.A.L. activities.

I/ Fund Raising: Organizes events and activities to raise financial support.

J/ Volunteer: Maintains a list of members willing to aid activities, events and the animal shelter.

ARTICLE IX: AMENDMENTS

Section I

All meetings of Members of the organization, the Board of Directors, and Committees shall be conducted pursuant to Roberts Rules of Order as set forth in the last published revision thereof.

Section II

The fiscal year of the organization shall commence January 1 of each year.

ARTICLE X: AMENDMENTS

These by-laws may be amended by the Members at any annual meeting provided that a proposal to amend shall be submitted in writing to the Secretary with signatures of at least a simple majority of active Members at least forty (40) days prior to the annual meeting. The Secretary shall include the text of the proposed amendment in the notice of the meeting.

By-laws Of

North Georgia Animal League

**P.O. Box 445
LaFayette, Georgia 30728**

ARTICLE I: PURPOSE AND POLICY

Section I

It is the purpose of the North Georgia Animal League (N.G.A.L.) to improve the quality of life for animals through public educational programs: to serve in an advisory capacity to the Walker County Commissioner and the Walker County Animal Shelter: to reduce the suffering among animals: to reduce unwanted litters through a spay/neuter program.

Section II

It is the policy of the organization to advocate for humane care and treatment for all animals in Walker County: to advocate for the support of a comprehensive Rabies control program: to support euthanasia when necessary: to advocate for Walker County Animal Shelter to maintain the maximum standards as prescribed by the Humane Society of the United States.

Section III

This committee is a non-profit corporation organized and existing under the Laws of the State of Georgia. Founded in 2003, N.G.A.L. shall operate through the support of the community and County government.

Section IV

The business and affairs of the organization are managed by the Board of Directors. The members of the Board serve with out compensation.

ARTICLE II: LOCATION

The principal office of the organization shall be in LaFayette, Walker County, Georgia. The organization may establish and maintain branches and offices elsewhere.

ARTICLE III: SEAL

The Board of Directors may prescribe the design for a corporate seal.

The seal may be used or a facsimile thereof may be impressed or affixed or reproduced otherwise.

ARTICLE IV: MEMBERS

Section I

Membership shall be of three (3) classes. People who shall pay Fifteen dollars (\$15.00) annually shall be classed as an Individual Membership. Families accepted as Members who shall pay Twenty-Five dollars (\$25.00) annually shall be classed as a Family Membership. Any individual, business, corporation or professional organization that pays Two Hundred and fifty dollars (\$250.00) or more shall be classed as Special Friend.

Section II

No person shall be a member unless elected to membership by the Board of Directors, which may reject an application for reasonable cause. Any person refused membership or expelled may appeal such rejection or expulsion to the Members of the organization at the next ensuing annual meeting of the Members of the organization by addressing a notice of appeal to the Secretary at least ten (10) days before such a meeting. The Members may at such meeting by a majority vote overrule any such rejection or expulsion by the Board of Directors. Their decision shall be final.

Section III

All Individual Members in good standing shall be entitled to cast one (1) vote, Family Memberships are entitled to one (1) vote, Special Friend memberships are entitled to one (1) vote at any meeting of the organization or in any referendum provided however that a Member shall not any such rights until s/he has been a Member for sixty (60) days. For the purpose of this section a person shall deemed to have become a Member, if elected to membership, on the date the application is received.

Section IV

The annual meeting of the organization is for the purpose of electing Directors and for the transaction of any other business authorized to be transacted by the members, and shall be held at such a time and place as specified by the Board of Directors.

Section V

Special meetings of the members may be called at any time by the Board of Directors or by a simple majority of Members qualified to vote, upon filing with the Secretary a written request for the meeting stating the purpose or purposes for the proposed meeting. Social meetings for which a written request is made shall be held not less than thirty (30) days nor more than sixty (60) days after the filing of the request, at a time and

place that the President shall designate.

Section VI

The Secretary or a designee shall notify Members of all meetings. All such notices shall be sent by mail at least ten (10) days in advance of the date set for the meeting to the last known Post Office address to each membership of the record at the time the notice is sent. Only such members as are in good standing shall be entitled to notice and to vote at such meeting.

Section VII

At each annual meeting the Members shall elect a nomination committee of three (3) Members to serve for the ensuing year. At least sixty (60) days before the next annual meeting the nomination committee shall nominate a number of candidates for membership on the Board of Directors not less than the number to be elected at he ensuing annual meeting. The committee shall notify the Secretary of the nominations and the Secretary shall at least forty-five (45) days before the annual meeting notify the Members of the nomination through the official publication of the organization or by direct mail addressed to the Members at the last known Postal address of each Member of the record at the time the notice is sent. A simple majority of Members may also nominate one or more candidates for the Board at the annual meeting if the candidates agree and are in good standing.

Section VIII

At any meeting of the organization Members present in person shall have he authority to transact all business that may come before the meeting provided there is a quorum of Directors. Voting by proxy shall not be permitted.

ARTICLE V: DIRECTORS

Section I

The concerns, Direction, and management of the affairs of this organization shall be vested in the Board of Directors. The officers of the Board of Directors shall handle the daily activities of the organization.

Section II

Only Members in good standing are eligible for election as Directors. No person employed by or receiving remuneration for services from another County; no person who derives their livelihood or any significant income from the commercial exploitation of animals;

and no person convicted of cruelty to animals or who engages or has engaged in the blood sports involving animals may be a Director. This section does not prohibit professional pet care personnel.

Section III

The members of the Board of Directors shall be elected at the annual meetings by the Members of the organization and shall serve for terms of three (3) years each, except that at the first election following the adoption of these by-laws, one third of the members of the Board of Directors shall be elected to serve for one (1) year, one third for two (2) years, and one third for three (3) years. Thereafter one third (1/3) of the Board of Directors shall be elected annually.

Section IV

The Board of Directors shall be composed (until the first annual meeting of the organization) of not fewer than five (5) nor more than twelve (12) members. The Board of Directors, until such first annual meeting, shall have the power to add to their number such additional memebers as shall be necessary to increase their number to twelve (12). At any time when the number of directors in office shall be fewer than five (5) Directors in office, no act of this organization shall be void merely because there are fewer than five (5) Directors in office.

Section V

In case any Director shall by death, resignation, incapacity to act, or otherwise cease to be a Director during their term, their successor shall be chosen by the Board to serve until the next annual meeting of the Members. At such meeting the Members shall elect a Director to fill the un-expired term of the Director, unless the un-expired 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 Members.

Section VI

An annual organization meeting of the Board of directors shall be held not more than thirty (30) days after each annual meeting of the Members of the organization. Regular meetings of the Board of Directors shall be held at such times and places as shall be fixed by the Board of Directors provided the Board of Directors meet at least quarterly for transaction of official business.

Section VII

The President or the Secretary shall call special meetings of the Board of Directors when requested to do so in

writing by any three (3) Directors.

Section VIII

For meetings call by the President, fourteen (14) days, and for meetings called at the request of Directors, twenty-one (21) days notice by mail shall be given. No notice shall be required for any meeting at which all of the Directors are present.

Section IX

Any meeting may be held without notice provided every Director shall waive in writing the notice otherwise required.

Section X

A majority of the members of the Board of Directors shall constitute a quorum.

Section XI

Any member of the Board of Directors absent for three (3) consecutive meetings without being excused from attendance by the Chairman shall be deemed to have resigned from office, and the vacancy so caused shall be filled as herein provided for the filling of vacancies in the membership of the Board of Directors.

Section XII

Except as otherwise prescribed in these by-laws, decisions at any meeting of the Board of Directors, the Executive Committee, or other committees shall be by