

Bylaws of Just Animals Placement Service (Shelter)

ARTICLE 1 OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in LaSalle County, State of Illinois

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the change address and effective date below, and such changes of address shall not be deemed, nor required, and amendment of these Bylaws:

_____ Dated: _____

_____ Dates: _____

_____ Dated: _____

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE II NON-PROFIT PURPOSES

SECTION 1. IRC SECTION 501 (C) (3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 c 3 of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section c 3 of the Internal Revenue Code

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be to rescue, care for and place dogs and cats in qualified homes.

It is the policy of this organization to provide humane care and treatment for animals placed in our care; seek to return lost or stolen animals to their owners, to seek suitable homes of the homeless animals, to provide euthanasia when necessary. This organization shall try to provide a safe and healthy haven for these animals until loving adoptive homes can be found, but only after the animals have been carefully evaluated while in temporary foster care. This organization shall also try to inform the public on properly choosing and caring for the animal.

ARTICLE III DIRECTORS

SECTION 1. NUMBER

The Board of Directors shall be composed of not fewer than three (3) nor more than seven (7) members. The Board of Directors, until the first annual meeting, shall have the power to add to their number such additional members as shall be necessary to increase their number to seven (7). At any time when the number of directors in office shall be fewer than three (3) the directors remaining in offices shall add to their number until there be not fewer than three (3) directors in office, but no act of this organization shall be void at any time merely because there are fewer than three (3) directors in office.

SECTION 2. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approval by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporations, or by these Bylaws
- b) Appoint and remove, employ and discharge and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any of all officers, agents and employees of the corporation.
- c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.
- d) Meet at such times and places as required by these Bylaws
- e) Register their address with the Secretary of the corporations, and notice of meetings mailed to them as such addresses shall be valid notices thereof

SECTION 4. COMPENSATION

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

SECTION 5. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporations unless otherwise provided by the board or at such other places as may be designated from time to time by resolution of the Board of Directors.

SECTION 6. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at such times and places as shall be fixed by the board provided that the Board shall meet at least quarterly for the transaction of business.

SECTION 7. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President or by the Secretary when requested to do so in writing by any three (3) directors

SECTION 8. QUORUM FOR MEETINGS

A quorum shall consist of four (4) of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporations, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 9. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his/her absence, the President of the corporation or in his/her absence, but the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation

SECTION 10. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignations. No director may resign in the corporation would be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provision of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his/her death, resignation or removal from office.

SECTION 11. NON – LIABILITY OF OFFICERS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE IV OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officer of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. It may choose other officers as the business of this organization may require. All the officers shall hold office at the pleasure of the Board of Directors.

SECTION 1A ANNUAL NOMINATION & ELECTION OF OFFICERS

Nominations for officers will be in October of each calendar year. Election of officers will be conducted in November. Elected officers will take possession in January following November election. Officers will be chosen only from paid up membership. (Membership dues are established at \$10 annually)

*A member can not be a director and officer at the same time

SECTION 2. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of the officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 3. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors at any time. Any officer may resign at anytime by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provision of this Section shall be superseded by any confliction terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 4. DUTIES OF THE PRESIDENT

The President shall preside over all meetings of the organization, the Board and the Executive Committee. Shall be ex officio, with vote, a member of all committees of the Board.

SECTION 5. DUTIES OF THE VICE PRESIDENT

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

SECTION 6. DUTIES OF THE SECRETARY

The Secretary shall take and preserve minutes of all meetings of the Board. Notify members of the Board of the annual, regular and special meetings and perform other duties assigned by the Board. The Secretary shall cause the minutes of all Board meetings to be

published in a form which shall be available, upon request. The Secretary shall receive and report all correspondence to the Board, shall answer all correspondence unless otherwise directed by the Board and shall have custody of all files, records and other documents and be responsible for their safekeeping.

SECTION 7. DUTIES OF THE TREASURER

The Treasurer shall receive and deposit in a bank designated by the Board of mines and securities, disperse funds in accordance with the budget approved by the Board of Directors and submit to the Board an annual report, audited by an independent accountant selected by the Board, the income and expenditures of the society for the preceding year and of liabilities and assets. The Treasurer shall also insure that federal and state taxes are filed in accordance with federal and respective state regulations.

ARTICLES V CORPORATE RECORDS & REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- a) Minutes of all meetings of directors and committees of the board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection at all reasonable times.

SECTION VI IRC (c) (3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATION ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code) and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall

be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3. DURATION

The Corporation shall be perpetual duration and succession in its corporate name and will exist until such time that the Board of Directors elects to end its existence.

SECTION 4. DISTRIBUTION OF ASSETS

Upon dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the law of this state.

SECTION 5. OTHER PROVISIONS

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

The specified objective and purposes of this corporation shall be to rescue, care for and place in qualified homes cats and dogs. It is the policy of this organization to provide humane care and treatment for all animals placed in our care, see to return lost or stolen animals to their owners, to seek suitable homes for animals without owners, to provide euthanasia when necessary. This organization shall try to provide a safe and healthy haven for these animals until loving adoptive homes can be found, but only after the animals have been carefully evaluated while in temporary foster care. The organization shall also try to inform the public on properly choosing and caring for animals. No animals under the control of this organization may be disposed of except as specifically herein provided.

No substantial part of the activities of this corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code) and this corporation shall not participate in, or intervene in (include the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

No Part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Upon dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of that corporation shall be distributed for one or more

exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a share or local government, for the public purpose. Such distribution shall be made in accordance with all applicable provisions of the law of this state.

ARTICLE VII
AMENDMENTS OF BYLAWS

SECTION 1. AMENDMENTS

 This corporation may adopt, amend or repeal the Bylaws of this corporation and ew Bylaws adopted by approval of the Board of Directors.