

BYLAWS
of the
TLC HUMANE SOCIETY
Dahlonega, Georgia

(Revised by the Members on November 15th, 2022)

ARTICLE I NAME, OFFICE AND REGISTERED AGENT

Section 1. Name. The name of this Society shall be the Dahlonega-Lumpkin County Humane Society, Inc., doing business as TLC Humane Society, hereinafter referred to as the “Society.”

Section 2. Office. The Society shall have and continuously maintain a registered office and a registered agent in the State of Georgia, as required by the State of Georgia Nonprofit Corporation Act. Its principal office shall be in Dahlonega, Lumpkin County, State of Georgia.

ARTICLE II PURPOSE

Section 1. Purpose. The purpose of the Society shall be to provide compassionate care for dogs and cats by facilitating adoption and promoting responsible pet ownership in our community.

Section 2. No Kill Facility. The Society’s goal has been, and will continue to be, to operate a no kill facility. However, under extreme circumstances and conditions, we prefer not to rule out euthanasia as an option if it is deemed to be the most humane and viable option after careful review on a case-by-case basis by the Board of Directors with veterinary consultation.

ARTICLE III MEMBERSHIP AND MEETINGS

Section 1. Non-voting Members. The Society has non-voting members known as “Supporters”. Any business, association, or individual person, regardless of race, religion, gender, or sexual orientation, interested in the purpose of the Society and expressing a desire to support the Society’s programs, may become a Supporter of the Society by donating money or items of value, either tangible or intangible, to the Society.

Section 2. Obedience to the Bylaws and Policies. All Supporters shall abide by the bylaws and policies approved in accordance with these bylaws.

Section 3. Actions Separate from Society Policies. All Supporters shall acknowledge by word and deed that they are acting as private citizens rather than as Supporters of this Society in any transaction regarding animals not covered by current policies and bylaws of the Society.

Section 4. Meetings. There will be a meeting open to the public in January of every year, known as the “Annual Meeting”. Presentation will include a financial and operational update of the Society. The meeting date will be chosen by the Board of Directors and posted to the Society’s website at least 10 days prior to occurrence. The Board of Directors may call other meetings as deemed necessary. Minutes of meetings open to the public will be distributed on the Society’s website.

ARTICLE IV THE BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors for the Society. The Board of Directors shall supervise and control the business, property, and affairs of the Society, including the appointing and removing of employees, except as otherwise expressly directed in these Bylaws. The Board of Directors shall authorize all expenditures and approve the purchase or sale of land, buildings, and equipment.

Section 2. Number and Qualifications. The Board of Directors shall consist of at least five members but not more than eleven members. No person may serve as a member of the Board and as a paid employee of the Society at the same time.

Section 3. Appointment and Term of Office. Any Supporter who is interested in serving on the Board of Directors may submit a Board of Directors Application, which will be considered by the Board of Directors). Upon approval, the member in good standing will be appointed to serve a three-year term on the Board of Directors. Directors shall be eligible for re-appointment to subsequent terms.

Section 4. Resignation. Any Director may resign at any time by giving written notice to the President of the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Board of Directors.

Section 5. Removal. Any Director may be removed from such position, with or without cause, by a two-thirds majority vote of the Board of Directors at a meeting called expressly for that purpose. Provided that there is a quorum, a three-fifths majority vote shall be sufficient to remove the Director from office.

Section 6. Board of Directors Meetings. The Board of Directors will meet as needed for general operational matters. The Board of Directors shall meet at the call of the President and meet at least four times a year. Minutes shall be recorded and distributed to the Board of Directors at to the next meeting.

Section 7. Quorum. A quorum shall consist of a majority of the full Board of Directors in attendance. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If quorum is not established, vote will be postponed.

Section 8. Manner of Acting. Each Director shall have one vote. Voting by proxy shall not be permitted.

Section 9. Conflicts of Interest.

a. In the event that any Director has a conflict of interest that might properly limit such Director's fair and impartial participation in Board of Director's deliberations or decisions, such Director shall inform the Board of Directors as to the circumstances of such conflict. If those circumstances require the non-participation of the affected Director, the Board of Directors may nonetheless request from the Director any appropriate non-confidential information, which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Society in which a Director has a direct or indirect personal interest, or any transaction in which a Director is unable to exercise impartial judgment or otherwise act in the best interests of the Society. No immediate family members of the Society's paid employees may serve on the Board of Directors.

b. No Director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such Director has allegiance, has a personal interest that may be seen as competing with the interest of the Society. Any Director who believes he or she may have such a conflict of interest shall so notify the Board of Directors prior to deliberation on the matter in question, and the Board of Directors shall make the final determination as to whether any Director has a conflict of interest in any matter. The minutes of the Board of Directors meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director.

Section 10. Fees and Compensation. No fee or compensation shall be paid by the Society to the Directors for their services as Directors.

Section 11. Qualifications and Role of Director. The Directors shall have a strong interest in the welfare of the Society and be supportive of its mission through fundraising, volunteering, and advocacy. Each Director should be willing and able to attend all meetings, both regular and special, and be willing to accept special assignments and serve on committees.

ARTICLE V OFFICERS

Section 1. Election and Term of Officers. Every year the Board of Directors will elect a President, Vice President, Secretary, and Treasurer from the appointed Directors, hereinafter referred to as "Officers". Officers will serve a one-year term to commence on January 1st and these selections will be announced at the Annual Meeting. Officers shall be eligible for re-appointment to subsequent terms.

Section 2. Resignation. Any Officer may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 3. Removal. Any Officer may be removed from office by a two-thirds majority vote of the Board of Directors if in the Board's judgment the best interests of the Society will be served thereby. If any Officer were to be impeached, the Board of Directors will elect a replacement from the current Directors.

Section 4. Vacancies. The Board of Directors shall have the power to appoint Directors to fill vacancies in any office.

Section 5. President. The President shall be the Chief Executive Officer of the Society and the chairman of the Board of Directors. The President shall prepare an agenda and preside at all meetings of the Society and the Board of Directors. The President shall co-sign such papers as may be required in the sale of securities or other assets belonging to the Society or in connection with the settlement of estates or trusts in which the Society has an interest. The President has the authority to approve expenditures up to \$2,500 in value.

Section 6. Vice President. The Vice President shall, in the absence or disability of the President, perform the duties of the President and act in his or her place.

Section 7. Secretary. The Secretary shall preserve the records of all proceedings of both the Society and the Board of Directors. The Secretary shall preserve the records of the proceedings of all meetings in such a manner as to be understood and approved by the Board of Directors. The Secretary shall have custody of the corporate seal, bylaws, records, and general archives of the Society, except as they may be expressly placed in the charge of others by order of the Board of Directors.

Section 8. Treasurer. The Treasurer shall have charge and custody of the financial records of the Society. The Treasurer shall make provisions for proper financial bookkeeping and generally shall perform such duties as appertain to the same office in similar organizations, including those specified under Article VII. The Treasurer shall co-sign such papers as may be required in the sale of securities or other assets belonging to the Society or in connection with the settlement of estates or trusts in which the Society has an interest. The Treasurer shall sign checks or other instruments with prior approval as specified in these Bylaws. The Treasurer shall be the chairperson of the Finance Committee.

ARTICLE VI COMMITTEES

The Board of Directors may, by resolution adopted by a majority of the Directors, establish committees composed of at least two (2) persons. Committees may include Directors and Supporters. The Board may

make such provisions for appointment of the chairs of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Society.

ARTICLE VII FINANCE

Section 1. The Treasurer shall be responsible for depositing or withdrawing in The Society's name, on one or more national banks or incorporated trust companies designed as depositories by the Board of Directors, all funds belonging to the Society.

Section 2. The books and accounts of the Society shall be audited once a year, at least three days prior to the Annual Meeting in January. The President shall appoint three people, at least two of whom are Directors, to audit the books. The Treasurer shall not participate but shall provide suitable support.

Section 3. A budget shall be developed on an annual basis by the Treasurer and at least two other Directors, to be appointed by the President, for recommendation and approval by the Board of Directors prior to the Annual Meeting.

Section 4. No part of the budget of the Society may be used to influence nonpartisan legislation.

Section 5. Such reports as may be required by the Internal Revenue Service or other government agencies will be prepared by the Treasurer, or CPA selected by the Board of Directors, for and on behalf of the Society.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Society shall be from January 1st to December 31st.

ARTICLE IX INDEMNIFICATION

The Society shall indemnify any Director, Officer, and any employee or agent against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit or proceeding to which he or she is made a party by reason of being a Director, Officer, employee or agent, regardless of success in the proceeding, provided he or she acted or is acting in good faith and in a manner he or she reasonably believes to be in the best interests of the corporation. Except as ordered by a court, indemnification must be authorized by the Board of Directors, through a majority vote of a quorum of Directors who were not parties to the proceeding, or if such a quorum is not obtainable, by independent legal counsel in a written opinion. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Society for damages

arising out of his or her own gross negligence in the performance of a duty to the Society. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, or employee. The Society may advance expenses or, where appropriate, may itself undertake the defense of any Director, Officer, or employee. However, such Director, Officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article. The Board of Directors may also authorize the purchase of insurance on behalf of any Director, Officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a Director, Officer, employee, or agent, whether or not the Society would have the power to indemnify the person against that liability under law.

ARTICLE X AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the following process:

- a. Directors may propose amendment(s) at any meeting held by the Board of Directors by a majority vote.
- b. The proposal may be voted on during the next Board of Directors meeting and a two-thirds majority vote will ratify the amendment(s) to be either effective immediately or at a pre-determined later date to benefit the Society. Alternatively, said meeting may postpone the proposal to the succeeding meeting, otherwise, the proposal shall be deemed abandoned. A proposal shall not be postponed more than twice.

ARTICLE XI DISSOLUTION

A proposal to dissolve the Society shall be drafted by the Board of Directors. The Board of Directors shall approve this proposal by a two-thirds majority vote of the members present at a general meeting. Upon dissolution of the society, no funds or property shall be distributed to any Director or other individual. The Board shall, after paying or making provision for the payment of all liabilities of the Society, dispose of all the assets of the Society to or for the exclusive benefit of one or more similar animal welfare organizations qualified within section 501(c)(3) of the Internal Revenue Code. The selection of the organization or organizations receiving the assets must be approved by a two-thirds majority votes of the Board of Directors. If after three discussions and votes, no such organization can be agreed upon, the remaining assets shall be distributed equally to all such organizations voted on in the final vote.