



NON-PROFIT BYLAWS OF FORT DEFIANCE HUMANE SOCIETY, INC.

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Ohio and the Articles of Incorporation of Fort Defiance Humane Society. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Ohio, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 – NAME

The legal name of the Non-Profit Organization shall be known as Fort Defiance Humane Society, Inc., and shall herein be referred to as the "Society."

ARTICLE 2 – PURPOSE

VISION:

Our vision is to be a premier shelter in our area by setting the standard of excellence for the care and treatment of animals in a dignified and respectful manner; a manner free of cruelty, neglect, and abandonment.

MISSION STATEMENT:

FDHS is a non-profit, compassionate, animal-advocacy organization established in 1966 to provide the Defiance area community with resources to:

- * Rescue, rehabilitate, and rehome abused, neglected, or unwanted animals
- * Develop and administer programs designed to educate the community on responsible pet ownership
- * Aggressively control animal abuse and overpopulation

CORE VALUES:

- * Passion – Our staff, volunteers, and supporters share the same values, beliefs, and persistent determination to continuously improve, and fight for animal rights.
- * Compassion – We value and respect every life that enters our doors and make decisions based first on the best interest of the animal.
- * Respect – We understand the strong relationships between people and animals. We are respectful of that relationship when taking actions or making decisions.
- * Collaboration – As an advocate for their well-being, we work with animal-focused individuals and other rescue organizations for a positive solution in the best interest of the animal.
- * Integrity – We strive to earn the trust of our community and do what we say we will do. We are truthful, even if the solution isn't popular. Our actions taken are based on what we believe to be in the best interest of the animals.
- * Transparency – We are open, truthful, and trustworthy in all we do with and for the animals, and how we manage ourselves fiscally.
- * Fiscal Responsibility – We are good stewards of all resources entrusted to us.

The "Society" is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for nonprofit purposes.

In addition, this "Society" has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Society shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The “Society” shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Ohio and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the “Society”. At no time and in no event shall the “Society” participate in any activities which have not been permitted to be carried out by the “Society” exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"). The purpose for which the Non-Profit Corporation is formed is set forth in the attached Articles of Incorporation.

ARTICLE 3 – OFFICES

The principal office of the “Society” shall be located at 7169 State Route 15, Defiance, Ohio 43512.

The “Society” may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the “Society” may find a need for from time to time.

ARTICLE 4 – DEDICATION OF ASSETS

The properties and assets of the “Society” are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this “Society”, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this “Society”. On liquidation or dissolution, all remaining properties, and assets of the “Society” shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 – BOARD OF DIRECTORS

General Powers and Responsibilities

The “Society” shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges, and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Ohio. The Board shall establish policies and directives governing business and programs of the “Society” and shall delegate to the Executive Director and “Society” staff, subject to the provisions of these Bylaws, authority, and responsibility to see that the policies and directives are appropriately followed.

Requirements and Expectations:

The Directors acting through the Board and Committees of the Board shall manage the business and affairs of the Society. Criteria for selection of Directors shall include, but not be limited to:

- a) Connection to the broader community
- b) Ability to communicate via email and phone
- c) Understanding of general financial practices and reporting
- d) Ability to advocate for sufficient financial resources
- e) Ability to raise supporters and funds on behalf of the Society
- f) Ability to advocate on behalf of the Society
- g) Broad knowledge of the core services provided by the society
- h) Other specialized skills as needed to carry out the goals and objectives of the Society including individuals with expertise in animal welfare.
- i) Pass a BCI background check at the beginning of each term (at individual's expense)

Number and Qualifications

The Board shall have up to 15, but no fewer 9, Board members. The number of Board members may be increased beyond 15 members or decreased to less than 9 members by the affirmative vote of a two thirds majority of those present of the then serving Board of Directors. A Board member need not be a resident of the State of Ohio.

In addition to the regular membership of the Board, representative of such other organizations or individuals as the Board may deem advisable to elect one or more, as deemed necessary, Ex-Officio Board Members. Ex-Officio Board Members shall have no voting privileges.

Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the "Society" in any other capacity and receiving compensation for services rendered.

Board Elections

The Nominating Committee shall present nomination for new and renewing Board members at the January annual meeting. Recommendations from the Nominating Committee shall be made known to the Board in writing at the December Board meeting prior to the January Annual Meeting. New and renewing Board members shall be approved by a majority of those Board members at a Board meeting at which a quorum is present.

Term of Board

All appointments to the Board shall be for a term of 3 years. No person shall serve more than 2 consecutive terms. No person shall serve more than 6 consecutive years unless completing a former Board Members term. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 1 year has passed since the conclusion of such Board member's service. The Board shall have authority to vary the term of any Director if the Board determines that doing so is in the best interest of the "Society".

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 unexcused consecutive meetings of the Board of Directors;
- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

Any vacancy on the Board may be filled by vote of a two-thirds majority of the directors then in office, whether the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Removal

The Board of Directors, by way of affirmative vote of 2/3 majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 5 – Meetings that such action would be considered at the meeting.

Resignations

Except as provided in this paragraph, any director may resign effective upon giving written notice to the president of “Society”, the secretary of “Society”, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Ohio is first notified, no director may resign when the “Society” would then be left without a duly elected director in charge of its affairs.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board, at least 10 times per year. The Chair of the Board or any majority regular Board members may call a special meeting of the Board with 3 days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

- The annual or reorganizational meeting shall be held in January. The purpose of the annual meeting includes, but is not limited to, the electing of Officers and new Board Members.
- All regular meetings are open to the public and will be posted on the Society's website.
- Meetings of the Board, including the items of business and the order of business, shall be conducted by the President in a manner determined by the President and the Secretary shall record any actions, decisions, and resolutions adopted by the Board.

Minutes

The Secretary shall be responsible for the recording of all minutes of every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, if the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the “Society” to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 15 business days after the close of each Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by unanimous written consent. Such consent shall be placed in the minute book of the “Society” and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures, and electronic signatures or other electronic "consent click" or email acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Board of Directors, the presence of Majority persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting; the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting

Each Board member shall only have one vote.

Proxy

Board members shall not be allowed to vote by written proxy.

Board Member Attendance

An elected Board Member who accumulates 3 unexcused absents (regular or special meetings) of the Board within a 12-month period, shall be encouraged to reevaluate with the President of the Board his/her commitment to the “Society”. The Board may deem a Board member who has missed 3 unexcused regular or special meetings with in a 12-month period without such a reevaluation with the President to have resigned from the Board.

ARTICLE 6 – OFFICERS

Officers and Duties

The Board shall elect officers of the “Society” which shall include a President of the Board, Vice President, a Secretary, a Treasurer (Chief Financial Officer), and such other officers as the Board may designate by resolution. No two offices may be held by the same person.

In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the President of the Board, Vice President, and/or Secretary of the “Society”, without bias or predisposition to all rights, if any, of the “Society” under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

All vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed bylaws for regular appointments to such office.

President of the Board

It shall be the responsibility of the President of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee. The President is authorized to execute, in the name of the “Society”, all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the “Society”, except when required by law that the President's signature must be provided.

The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the “Society”, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The President shall be empowered to act, speak for, or otherwise represent the “Society” between meetings of the Board. The President and Board shall be responsible for the performance appraisal, and the hiring and firing of the Executive Director, and shall be responsible for keeping the Board informed always of the staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the “Society”, to execute in the name of the “Society” all contracts and other documents authorized either generally or specifically by the Board to be executed by the “Society”, and to negotiate any and all material business transactions of the “Society”.

Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of and shall be subject to all the restrictions on, the President. The Vice President shall attend all Board meetings, Executive Committee meetings and other meetings, as necessary.

Secretary

The Secretary, or his/her designee, shall be the custodian of all records and documents of the “Society”, which are required to be kept at the principal office of the “Society” and shall act as secretary at all meetings of the Board of Directors and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the “Society” and shall see that the seal of the “Society”, if any, is affixed to all documents, the execution of which on behalf of the “Society” under its seal is duly authorized in accordance with the provisions of these bylaws.

The Secretary shall be sufficiently familiar with legal documents (e.g., articles, bylaws, IRS letters, etc.) and parliamentary procedure to note applicability during meetings and to serve as resource to the President.

Treasurer (Chief Financial Officer)

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the “Society”, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the “Society”, as may be ordered by the Board of Directors, and shall render to the President of the Board and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the “Society”.

The Treasurer shall give the “Society” a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the “Society” of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The “Society” shall pay the cost of such a bond.

The Treasurer shall work directly with the President in developing and implementing accurate, timely and informative financial reports, procedures, and systems, as well as internal controls designed for the prevention of internal fraud. The Treasurer ensure that Standards of Accounting for Nonprofit Organizations are observed and annually reviewed as well as the filing of all required documents each year.

Immediate Past President

The Immediate Past President (if so deemed by the President) shall supply the incoming President with the records and information to ensure a smooth transition, assist the President, as requested, and serve as “senior statesperson” within the board.

ARTICLE 7 – COMMITTEES

1. Number and Titles of Standing Committees

There shall be three standing committees-Executive, Finance, and Nominating.

The President at the first regular board meeting after the Organizational Meeting shall present to the Board a slate of the standing committees and any other committees he or she deems appropriate. The Board shall accept the slate of committees by a majority vote. The President of the Board shall appoint committee members when any vacancy occurs within the terms of the committee.

Committee members shall serve a term of one year and may be reappointed annually by the President with approval of a majority of the Board.

2. Executive Committee

- a. The Executive Committee shall consist of at least the President, the Vice President, the Treasurer, the Secretary and at least two other directors. The President shall be its chairperson.
- b. During intervals between meetings of the Board, the Executive Committee shall have and shall exercise all of the authority of the Board, in the management of the affairs of the “Society” except as otherwise provided by law, these Bylaws, or any resolution or policy adopted by the Board.

3. Finance Committee

- a. The Finance Committee shall consist of at least four (4) persons, including the President, the Treasurer and at least one other member and the Executive Director. The Treasurer shall be its Chairperson.
- b. The duty of the Finance Advisory Committee shall be to advise on financial problems and investments generally, provide an annual budget to the Board at the last regular meeting of the Board during the Society’s fiscal year, provide an Annual Financial Report to the Board at the first regular meeting of the Board during the Society’s fiscal year and to perform such other duties as the Board may, from time to time, prescribe. The Committee shall meet on call of its Chairman or the President.

4. Nominating Committee

- a. The Nominating Committee shall consist of at least three (3) voting members of the Board appointed by the President. The Committee shall select one of its members to be its chairperson.
- b. The Nominating Committee shall notify the board of the elections at least thirty (30) days prior to election and provide an application for the Board position to any candidate who would like to apply for nomination.

5. Special Committees

Special Committees may be appointed by the President with the approval of the Board by majority vote.

6. Limitations

No committee shall publish material, initiate action, or incur bills over two hundred dollars in the name of Defiance County Humane Society, Inc without the approval of the Board.

ARTICLE 8 - MEMBERSHIP

The “Society” shall have no members. The “Society” may, however, identify as “members” individuals, corporations, associations, or other entities that pay dues, participate in “Society” programs, support “Society” purposes, and/or satisfy the criteria established by the Board of Directors. Such designation shall carry no legal significance and shall not entitle such individuals, corporations, associations, or other entities to any vote on “Society” matters.

ARTICLE 9 - STANDARD OF CARE

General

Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a director in accordance with the Ohio Revised Code and these By-Laws, shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the “Society”, or assets held by it, are dedicated.

Conflict of Interest

Board Members shall disclose, in the discussing of or vote upon, any issue in which he or she has a conflict of interest. The disclosure of such conflict of interest shall be recorded in the minutes of the meeting at which the disclosure is made. Board Members shall then abstain from the vote. The “Society” shall require all Board Members and management staff to sign a Conflict of Interest disclosure form at the start of the term and at least annually thereafter, copies of which shall be maintained in the books and records of the “Society”. See “Board Policy; Conflict of Interest”.

Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Indemnification

To the fullest extent permitted by law, the "Society" shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them while acting in good faith, in connection with any "proceeding," and including any action by or in the right of the "Society", by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

The "Society" shall have the power to purchase and maintain insurance on behalf of any agent of the "Society", to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 10 – EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the "Society".

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the "Society", promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the "Society", other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the "Society" shall be executed, signed, and/or endorsed by the President or Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the "Society", or in special accounts of the "Society", shall be signed by the President or Treasurer.

Loans and Contracts

No loans or advances shall be contracted on behalf of the “Society” and no note or other evidence of indebtedness shall be issued in its name unless and except as the Board of Directors authorize the specific transaction. Without the express and specific authorization of the Board, no officer or other agent of the “Society” may enter into any contract or execute and deliver any instrument in the name of and on behalf of the “Society”.

ARTICLE 11 – RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The “Society” shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The “Society” shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The “Society” shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the “Society”. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the “Society” shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the “Society” as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the “Society” and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The “Society” shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The “Society” shall make these financial statements available to the Ohio Attorney General and members of the public for inspection no later than 15 business days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all directors within 15 business days after the end of the fiscal year of the “Society”, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of the “Society” for both general and restricted purposes during the fiscal year.
- d) The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the “Society” that such statements were prepared without audit from the books and records of the “Society”.

ARTICLE 12 – FISCAL YEAR

The fiscal year for this “Society” shall end on December 31st.

ARTICLE 13 – AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended, or repealed by the vote of a two-thirds majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed by that greater vote.

ARTICLE 14 – CORPORATE/ORGANIZATION SEAL

The Board of Directors may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of the “Society”. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

ARTICLE 15 – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes the "Society" as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then as far as is reasonable and possible the remainder of these bylaws shall be considered valid and operative, and effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, Kristen Maki, certify that I am the current elected and acting Secretary of the organization "Society", and the above bylaws are the bylaws of this "Society" as adopted by the Board of Directors on October 17, 2018 and that they have not been amended or modified since the above.

EXECUTED on this day of _____, in the County of Defiance in the State of Ohio.

(Duly Elected Secretary)