

BYLAWS OF PROTECT MI DOGS, INCORPORATED A MICHIGAN NON-PROFIT CORPORATION

ARTICLE I – OFFICE

Name

The name of the corporation shall be Protect MI Dogs. The corporation may adopt such trade names as the Board of Trustees shall from time to time determine. All uses of the name of the corporation and all trade names must be approved by the Board of Trustees.

Principal Office

The principal office of the corporation in the State of Michigan shall be located in the city of Twin Lake, County of Muskegon. The corporation may have such other offices, either within or without the State of Michigan, as the Board of Trustees may determine or as the affairs of the corporation may require.

Other Offices

The corporation may have offices and places of business in such other places within and without the State of Michigan as the Board of Trustees may from time to time determine.

Governing Law

The affairs of the corporation shall be governed by the provisions of the State of Michigan Nonprofit Corporations Act as may be amended from time to time, or its successor.

Registered Office and Registered Agent

The corporation shall have and continuously maintain in the State of Michigan a registered office, and a registered agent whose office is identical with such registered office, as required by the Michigan Non-Profit Corporation Act. The registered office of the corporation in the State of Michigan and the address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE II – MEMBERS

Classes of members

The organization shall have members classified as follows:

Society Membership - Any Michigan organization involved with dogs which subscribes to the purposes and goals of the corporation and any such other agency that, as determined by the

Board of Trustees, contributes to the accomplishment of the purposes of the corporation, may be admitted as Society Members by a majority vote of the Board of Trustees.

Individual Membership - Any individual dog owner who subscribes to the purposes and goals of the corporation may be admitted as Individual Members by a majority vote of the Board of Trustees.

Associate Membership - Any other individual with an interest in dogs who subscribes to the purposes and goals of the corporation may be admitted as Associate Members by a majority vote of the Board of Trustees.

Honorary Membership - Shall be awarded upon nomination and the affirmative vote of three-fourths (3/4) of all of the members of the Board of Trustees to any person who has made an outstanding contribution protecting dog ownership. Honorary members shall not enjoy voting privileges nor hold any office.

Voting Rights

This corporation shall exist as a directorship corporation. Any member of the original Board of Trustees may call the first meeting at which the initial Board of Trustees may adopt bylaws, elect officers and conduct any other business. Only the Board of Trustees has voting rights in the organization.

Termination of Membership

The Board of Trustees, by affirmative vote of two-thirds of all members of the Board, may suspend or expel a member for cause after an appropriate meeting and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

Resignation

Any member may resign by filing a written resignation with the Secretary.

Reinstatement

Upon written request signed by a former member, the Board of Trustees may, by the affirmative vote of two-thirds of the members of the board, reinstate such former member to membership on such terms and conditions as the Board of Trustees may deem appropriate.

Transfer of Membership

Membership in this corporation is not transferable or assignable.

ARTICLE III – MEETINGS

Annual Meetings

An annual meeting of the members may be held during the month of April each year, beginning with the year 2010, for the purpose of updating the membership upon the corporation's activities.

Special Meetings

Special meetings of the members may be called by the Board of Trustees

Place of Meeting

The Board of Trustees may designate any place, within the state of Michigan, as the place of meeting for any annual meeting, or for any special meeting called by the Board of Trustees.

Notice of Meeting

Written or printed notice stating the place, day and hour of any meeting of the members shall be delivered either personally or by postal mail or electronic mail, to each member not less than ten (10) days nor more than fifty (50) days before the date of such meeting, by or at the direction of the Board of Trustees or persons calling the meeting. In case of a special meeting or when required by the statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Chair of Meetings

The Chair of the Board of Trustees shall preside over all annual and special meetings of members.

ARTICLE IV – BOARD OF TRUSTEES

General Powers

The affairs of the corporation shall be managed by its Board of Trustees. The Board of Trustees may exercise all the powers of the corporation.

Until the first meeting for electing the Trustees occurs, the initial Board of Trustees shall consist of persons designated by the Incorporators listed in the Articles of Incorporation. The names and city of residence of the persons constituting the initial Board of Trustees are:

Rita Biddle	Eagle, MI
Robert Darden	Ann Arbor, MI
Nancy Hurren	Montague, MI
Mark Jaeger	Mason, MI
Sunday Miles	Clare, MI
Kevin Nieboer	Cedar Springs, MI
Karen Palmer	Twin Lake, MI
Ann Wulbrecht	Shelby Township, MI

Election of Board Members

Each person named by the Incorporators to the Board of Trustees shall be a Trustee of Protect MI Dogs. Additions to the number of Trustees above the eight (8) on the initial Board may be nominated by a two-thirds majority of the Board of Trustees. Nominations must be accompanied by the written acceptance of the nominee signifying willingness to serve. A valid slate of nominees will be presented to the Board of Trustees in the form of a written ballot. The Trustees will then either confirm or reject the slate of nominees, by returning their ballot by the date designated on the written ballot. A two-thirds majority of ballots received will pass the addition.

Number, Tenure and Qualifications

The number of Trustees shall be no less than Eight (8) and no more than Thirteen (13). Trustees must be residents of Michigan. Trustees shall serve without limit upon tenure. Any Trustee missing two (2) consecutive meetings he shall be automatically terminated, unless the Board of Trustees votes to waive termination.

Regular Meetings

Regular meetings of the Board of Trustees shall be held annually at the Ingham County Kennel Club's Saturday All-Breed Dog Show without other notice than this bylaw. The Board of Trustees may provide by resolution the time and place, either within or without the state of Michigan, for the holding of additional regular meetings of the Board without other notice.

Special Meetings

Special meetings of the Board of Trustees may be called by or at the request of the Chairman or any Six (6) Trustees. The person or persons authorized to call special meetings of the Board may fix any place, within the State of Michigan, as the place for holding any special meetings of the Board called by them. Special meetings of the Board of Trustees may be conducted by telephone, conference call, electronic mail or other electronic media, so long as at least a quorum has access to such media.

Notice

Notice of any special meeting of the Board of Trustees shall be given at least Fourteen (14) days previously thereto by written or printed notice stating the place, day and hour of any meeting. Such notice shall be delivered either personally or by postal mail or electronic mail, to each trustee before the date of such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Quorum

A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

Manner of Acting

The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these bylaws.

Other Rules

The Board of Trustees may, by resolution entered in the minutes of its meetings, provide for other and further rules for the conduct of the affairs of this corporation not inconsistent with these Bylaws. The usual parliamentary rules as laid down in "Robert's Rules of Order," as revised, shall govern all deliberations of the corporation and its committees, except as may be otherwise provided in these Bylaws or other rules of the corporation or its committees.

Vacancies

Any vacancy occurring in the Board of Trustees, or any vacancy created by an increase in the number of Trustees, shall be filled by the Board of Trustees.

Compensation

Trustees as such shall not receive any compensation for services rendered to the corporation as Trustees, except those Trustees may be reimbursed for reasonable expenses incurred in the performance of their duties to the corporation as authorized by resolution of the Board.

Informal Action by Trustees

Any action required by law to be taken at a meeting of Trustees, or any action which may be taken at a meeting of Trustees may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Trustees.

Action Without a Meeting

Any action which may be taken at a meeting of the Trustees may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the Trustees entitled to vote with respect to the matter.

Participation

The Trustees may participate in a meeting of the Board of Trustees or a committee of the Board by means of conference telephone or by any means of communication, including electronic

communication, by which all persons participating in the meeting are able to communicate simultaneously with one another, and such participation shall constitute presence in person at the meeting.

Proxies

There shall be no proxy voting by the Trustees

ARTICLE V – OFFICERS

Officers

The Board of Trustees may elect or appoint officers to the corporation as it shall deem desirable, such officers shall have the authority to perform the duties prescribed for their position, by the Board of Trustees. One person may hold more than one office. The initial officers of the corporation shall be a President, a Secretary, and a Treasurer.

Election and Term of Office

The officers shall be elected by the board of Trustees at the regular annual meeting of the Board of Trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. Each officer shall serve a term as specified below, or until a successor has been elected.

- President 2 years
- Secretary 3 years
- Treasurer 3 years

Any officer may, if elected, serve more than one consecutive term.

Removal

Any officer elected or appointed by the Board of Trustees may be removed by a majority of the Board of Trustees whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer removed.

Vacancies

A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

President

The President shall be the principal executive officer of the corporation and shall in general supervise all of the business affairs of the corporation, as well as provide a role model of involvement in the activities

of the corporation. In general, this executive shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

ARTICLE VI – COMMITTEES

Committees of Trustees

The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more committees, each of which shall consist of one or more Trustees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees in the management of the corporation. However, no such committee shall have the authority of the Board of Trustees in reference to amending, altering or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Trustee of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered, or repealed by such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, or any responsibility imposed on it by him by law.

Other Committees

Other committees not having and exercising the authority of the Board of Trustees in the management of the corporation may be designated by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the President of the Board shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Term of Office

Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Chairman

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Vacancies

Vacancies in the membership of any committee may be filled by appointment made in the same manner as used in the case of the original appointment.

Quorum

Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

ARTICLE VII – INDEMNIFICATION

Any person made a party to any action, suit or proceeding, civil, administrative or criminal, by reason of the fact that such person, their testator or intestate, is or was a member of the Board of Trustees, an Officer, member, employee or agent of the corporation or of any corporation of which such person served at the request of the corporation may be indemnified by the corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by such person in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it is adjudged in such action, suit or proceeding that such Director, Officer, member, employee or agent is liable for negligence or misconduct in the performance of his duties to the corporation. The Board, by resolution, may also indemnify any such Director, Officer, member, employee or agent for any damages awarded in any such action, suit or proceeding if it makes a specific finding that the Director, Officer, member, employee or agent believed in good faith that he or she was acting in the matter in the best interests of the corporation. The Board may, but is not required to, purchase insurance to satisfy any indemnification hereunder.

Limits on Indemnification

Notwithstanding the above, the corporation will indemnify a person only if that person acted in good faith and reasonably believed that the act was conduct was in the Corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only when having had no reasonable cause to believe such conduct was unlawful.

ARTICLE VIII – CONTRACTS, CHECKS DEPOSITS AND FUNDS

Contracts

The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the President so authorized by these bylaws, to enter into any contract or execute and

deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Checks and Drafts

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the President, Treasurer or designated representative.

Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Gifts

The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or device for general purposes or for any special purpose of the corporation.

ARTICLE IX – BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees, and Committees having any of the authority of the Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the corporation may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE X – FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end the last day in December in year.

ARTICLE XI – SEAL

The corporation shall have a corporate seal. The seal of the corporation shall be of such design as shall be approved and adopted from time to time by the Board of Trustees, and the seal or a facsimile thereof may be affixed by any person authorized by the Board of Trustees or these Bylaws by impression, by printing, by rubber stamp, or otherwise. The foregoing notwithstanding, however, unless otherwise required by the laws of the State of Michigan, the Board of Trustees may opt not to utilize a corporate seal.

ARTICLE XII – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Michigan Non-Profit Corporation act or under the provisions of the articles of incorporation or by the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE XIII – AMENDMENTS TO BYLAWS

The bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds majority of the Trustees present at any regular meeting or at any special meeting, if at least 30 days written notice is given of an intention to alter, amend or repeal the bylaws or to adopt new bylaws at such meeting.

ARTICLE XIV – PURPOSES AND POLICY

The following statements give notice of the purpose for which the corporation is organized:

- To lobby the Michigan Legislature with the goal of protecting the rights of Michigan’s dog owners and the continued existence of its domesticated canine population.
- To promote laws which support dog owners’ rights to make decisions regarding the care and welfare of their dogs
- To support public education about responsible dog ownership, dog training and behavior, and responsible dog breeding
- To encourage owners to appropriately train, control and permanently identify their dogs and to encourage breeders to provide reasonable assurance that the dog they produce are sound in mind and body
- To support the humane use of dogs in service to humans, including responsible breeding of dogs for specific purposes such as companionship, sporting events and competitions including exhibiting at dog shows, hunting and retrieving, personal assistive and service activities, and, where no other scientifically valid alternative exists, in research
- Support the vesting in the dogs’ owners the right to make decisions regarding elective surgery for their dogs in consultation with licensed veterinarians
- To support the rescue and re-homing of adoptable dogs and to encourage dog breeders and owners to support canine rescue efforts
- To support transparency in reporting of animal shelter intake and disposition numbers so that canine population issues can be identified and addressed based on accurate data.

Certification

I certify that the foregoing is a true and correct copy of the bylaws of the above-named Corporation, duly adopted by the initial Board of Trustees on April 20, 2010.