

(As amended effective TBD 2022)

BYLAWS OF
THE MERIDEN HUMANE SOCIETY, INC.

(the “Society”)

ARTICLE I

Offices

The principal office of the Society shall be at such place in the City of Meriden in the State of Connecticut as the Board of Directors of the Society (hereinafter referred to as the “Board” or individually as “Director” or Directors”) shall from time to time designate. The Society may have such other offices within or without the State of Connecticut as the Board may from time to time determine.

ARTICLE II

Members

2.1 One Class of Members

The Society shall have one class of members, consisting of all those persons who pay a one-time membership fee, complete a membership form, and support the mission and goals of the Society. Each such member shall have one vote on matters which come before the members for action under the Connecticut Revised Nonstock Corporations Act (the “Act”) or the Certificate of Incorporation or Bylaws of the Society.

2.2. Termination of Membership

The Board, by a majority vote of those present at any regularly constituted member meeting, and after notice and an opportunity to be heard, may expel a member for cause.

2.3. Transfer of Membership

Membership in the Society is not transferable or assignable.

2.4. Place of Meetings

All meetings of the members shall be held virtually or in person as designated by resolution of the Board or the members.

2.5 Annual Meeting of Members

The Annual Meeting of the members shall be held each year at such time and place as shall be designated by the Board. At the Annual Meeting, Directors shall be elected, and such other business as may properly come before such meeting shall be transacted. If the Annual Meeting is not held as herein prescribed, the election of Directors may be held at any meeting thereafter called pursuant to these Bylaws or otherwise lawfully held. Actions taken at the Annual Meeting shall be filed with the minute books of the Society.

2.6 Special Meeting of the Members

Special meetings of the members can be called by:

- a) The President;
- b) The President, Vice President, Secretary, or Treasurer upon written request of at least three (3) Directors; or
- c) A request filed with the Secretary by at least one-third of the members of the Society.

Each request for a special meeting must state the purpose for which the special meeting is requested. If the President or another officer does not call such a special meeting within fifteen (15) days after the filing of such a request, the Directors or members who filed the request, may call the special meeting.

2.7. Notice of Meeting

Written notice of each meeting of the members shall be given by or at the direction of the President, the Secretary, or the Directors calling the meeting, to each member not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Each notice of a meeting of members shall state the place, day, and hour of the meeting. The general purpose for which a special meeting is called shall be stated in the notice thereof. Other means of notification, including electronic means, may be used in place of United States Postal Mail.

2.8 Business Conducted at Meetings

At each meeting of members, a chairperson, who shall be the President of the Society, unless otherwise designated by the Board, shall preside. At special meetings of the members no business other than that stated in the notice thereof shall be transacted. At any Annual Meeting of members, any matter relating to the affairs of the Society may be brought up for action, provided that, unless stated in a written notice of the meeting, no bylaw may be brought up for adoption, amendment or repeal and no matter, other than the election of Directors at an Annual Meeting, may be brought up which expressly requires the vote of members pursuant to the Bylaws or the Act.

2.9 Quorum

Members in attendance at any meetings of the members shall constitute a quorum for the transaction of business.

2.10 Waiver of Notice

A member may waive any notice required by these Bylaws, the Certificate of Incorporation, or the Act, before or after the date and time stated in the notice. The waiver must be in writing, be signed by the member entitled to notice and be delivered to the Society for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting:

- a) Waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
- b) Waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

2.11 No Proxies for Members

Each member must exercise authority as a member individually and may not grant a proxy or a power of attorney for such authority to any person.

2.12 Electronic or Telephonic Meeting

Any or all members may participate in the Annual or special meeting of the members by, or conduct the meeting through the use of, any means of communication by which all members participating may simultaneously hear and/or communicate with each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE III

Directors

3.1 General Powers and Duties

All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Society managed by or under the direction of, its Board of Directors. The Board shall have the responsibility of seeing to the proper exercise of all the powers that may be exercised or performed by the Society under the Act, its Certificate of Incorporation, and these Bylaws, but only in pursuance of its exclusively charitable purposes.

3.2 Number of Directors/Terms of Office

The Board of Directors shall be composed of not less than three (3) and not more than thirteen (13) Directors elected by the members. Each Director shall hold office for two (2) years with six (6) Director terms ending on the even year and seven (7) Director terms ending on the odd year. There shall be no limit on consecutive terms for Directors.

3.3 Place of Meetings

The Board may hold its meetings at such place or places within or without the State of Connecticut as the Board may from time to time determine virtually or in person. A Director participating electronically or telephonically will be considered present as long as they can simultaneously hear each other and be heard during the meeting.

3.4 Nomination of Directors

- a) Any member of the Society seeking election to the Board of Directors can submit ~~a letter of in writing~~, their intent to the Nominating Committee of the Society at any time. All nominees will be presented to the board and the members by the committee. In order to ~~To~~ guarantee ~~consideration~~ presentation by the committee ~~for election~~ at the Annual Meeting in the same calendar year in which the written intent was submitted, it ~~of the members, the letter of intent~~ must be received before March 31st of that year.
- b) The Society will not accept nominations for election to the Board of Directors from the floor at any Annual Meeting of the members.

3.5 Voting for Nomination to the Ballot

- a) ~~After review and presentation by the Nominating Committee, n~~ Nomination to the ballot for election to the Board of Directors must be voted on by the members at a member meeting on an individual basis via simple majority vote. Each nomination requires an initial motion, a second, and discussion as desired before voting can occur.

3.6 Election of Directors

- a) Except as otherwise provided in these Bylaws, Certificate of Incorporation or the Act, Director nominees successfully nominated to the ballot shall be elected by plurality of votes cast at the Annual Meeting of the members.
- b) At the Annual Meeting of the members, the election of Directors will occur by individual ballot.
- c) Any vacancy occurring on the Board may be filled by the Directors by affirmative vote of a majority of all the Directors remaining in office. The term of a Director elected to fill a vacancy expires at the next Annual Meeting of the members.

3.7 Meeting to Elect Officers

The meeting for the election of officers and other appropriate business, shall be held on the date, time and place designated by the Board. At least ten (10) days but not more than sixty (60) days written notice shall be given in advance of the meeting, specifying the date, time, and place of such meeting.

3.8 Meetings of the Board

The Board will hold a minimum of four (4) meetings each calendar year.

3.9 Special Meetings

Special meetings of the Board may be held whenever the President or a majority of the Board may deem it advisable, notice thereof specifying the date, time, and place to be provided to each Director at least two (2) days prior to such meeting.

3.10 Waiver of Notice

- a) A Director may waive any notice required by the Bylaws, the Certificate of Incorporation or the Act, before or after the date and time stated in the notice. Except as provided by subsection (b) of this section, the waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records.
- b) A Director's attendance at, or participation in, a meeting waives any required notice of the meeting unless the Director at the beginning of the meeting, or promptly upon arrival to the meeting, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

3.11 Action Without Meeting

Action required or permitted by the Bylaws, Certificate of Incorporation or the Act, to be taken at a Board meeting may be taken without a meeting if the action is taken unanimously by all Directors. The action shall be evidenced by one (1) or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

3.12 Quorum

A majority of the Directors then serving shall constitute a quorum for the transaction of business at all meetings of the Board.

3.13 Action By The Board

The act of a majority of the Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board, except as may otherwise be required by the Bylaws, the Certificate of Incorporation or the Act.

3.14 No Proxies For Directors

Each Director must exercise authority as a Director individually and may not grant a proxy or a power of attorney for such authority to any person.

3.15 Removal of Directors

- a) The members may remove any one or more of the Directors at any time with or without cause. Removal may occur only at a meeting of the members called for that purpose, and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the Director or Directors, as the case may be. A majority vote of the members present at such meeting is required for removal of Director.
- b) A Director may resign at any time by delivering written notice to the Board.

3.16 Committees

- a) The Board may create one (1) or more committees and appoint members to serve on each committee. The committee shall appoint a liaison to the Board. All committee members shall serve at the pleasure of the Board, and all acts and decisions of any committee shall be ratified by the Board at a subsequent Board meeting. The creation of a committee and appointment of committee members to it shall be approved by a majority of the Board. Each committee shall establish a charter including scope, purpose, and guidelines to be approved by the Board. To the extent specified by the Board each committee may exercise the authority of the Board under Article III of these Bylaws, except fill vacancies on the Board or on any of its committees.
- b) Any committee whose charter effects the governance of the Society must include at least one Board member
- c) The nominating committee shall be comprised of at most 7 members with a maximum of 3 Board members.

3.17 Compensation

Directors shall not receive any stated salaries or other compensation for their services and shall not be employees of the Society.

3.18 Nonliability of Directors

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

ARTICLE IV

Officers

4.1 General

The Directors shall elect a President, one (1) or more Vice Presidents, a Treasurer, and a Secretary, and may from time to time elect such other officers as they deem expedient. The duties of officers of the Society shall be such as are prescribed by these Bylaws and as may be prescribed by the Directors.

4.2 The President and Vice President

- a) The President shall be the chief executive officer of the Society and shall have general control and management of its assets and affairs, subject to the direction of the Board. The President shall preside at all meetings of the Board and of the members unless another individual is designated by the Board to preside at such meetings and shall perform all duties incident to the office of the President.
- b) Except as specially limited by vote of the Board, any Vice President shall perform the duties and have the powers of the President during the absence or disability of the President. Any Vice President shall also perform such other duties as may be delegated to such Vice President by the Board from time to time.

4.3 Secretary

The Secretary shall have the responsibilities for preparing and keeping a record of the minutes of the proceedings of all meetings of the Board and the members and for authenticating records of the Society. The Secretary shall issue all notices required by law or by these Bylaws. The Secretary shall maintain the documentation and artifacts of the Society, except as may be in the charge of the Treasurer or another authorized person. The Secretary shall discharge all other duties required by law or delegated to the Secretary by the Board.

4.4 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Society, keep full and accurate accounts of receipts and disbursements and books belonging to the Society, deposit all monies and valuable effects in the name and to the credit of the Society in depositories designated by the Board. The treasurer shall discharge all other

duties required by law or delegated to the Treasurer by the Board.

4.5 Terms of Office

Each of such officers shall serve for the term of two (2) years and until their successor shall be designated, but any officer may be removed by a majority vote of the Directors in office at any time, with or without cause. Vacancies among the officers by reason of death, resignation or other causes shall be filled by vote of the Directors in office. There shall be no limit on years of consecutive service by officers.

ARTICLE V

Miscellaneous

5.1 Procedure

Unless specified within this document or otherwise voted by a majority of Directors and/or members present at any meeting and entitled to vote thereof, the rules and procedures specified by Robert's Rules of Order Revised, as published and in effect at the time of any meeting, shall be followed during any meeting of constituents of the Society.

5.2 Fiscal Year

The fiscal year of the Society shall begin on the 1st day of January of each year.

5.3 Conflict of Interest Policy

The Society shall adopt and at all times maintain a conflict-of-interest policy, which shall be adopted, maintained, and revised from time to time by the Board. A copy of the conflict-of-interest policy shall be kept in the permanent records of the Society.

5.4 Books and Records

The Society shall have available at its office correct and complete books and records of the accounts, activities and transactions of the Society and a current list of Directors and Officers of the Society. Any of the books, minutes and records of the Society may be in written form or in any other form capable of being converted into a written form within a reasonable period of time, including electronic format, as applicable.

ARTICLE VI

Amendments

These Bylaws may be altered, amended or repealed by a majority vote of the members of the

Society present at a meeting of the members at which a quorum is present, with notice of the meeting stating that the purpose, or one of the purposes, of the meeting is the alteration, amendment or repeal of the Bylaws, and subject to the provisions of the Act as to any amendment which changes a voting or quorum provision, and provided that no amendment shall be effective which shall cause the Society to lose its position as an organization operated exclusively for charitable purposes as described in its Certificate of Incorporation. Amendments to the Bylaws will take effect immediately upon their approval at any given meeting.
