

**BYLAWS  
OF  
TETON VALLEY COMMUNITY ANIMAL SHELTER**

Dated September 6, 2011  
As Amended June 21, 2016

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OF  
TETON VALLEY COMMUNITY ANIMAL SHELTER**

**ARTICLE I  
OFFICES**

Section 1. Principal Office. The principal office of the Teton Valley Community Animal Shelter, an Idaho nonprofit corporation ("Corporation"), shall be located at 15 South 1750 East, Driggs, ID 83422. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 2. Registered Office. The registered office of the Corporation required by the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), to be maintained in the State of Idaho shall be located at 15 South 1750 East, Driggs, ID 83422. (Mailing Address: P.O. Box 1507, Driggs, ID 83422)

**ARTICLE II  
BOARD OF DIRECTORS**

Section 1. General Powers and Standard of Care. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the director of, the Board of Directors except as may be otherwise provided in the Act or the Articles. If any such provision is made in the Articles, the powers and duties conferred or imposed upon the Board of Directors by the Act shall be exercised or performed to such extent by such person or persons as shall be provided in the Articles.

A Director shall perform such Director's duties as a Director, including such Directors duties as a member of any committee of the Board upon which such Director may serve, in good faith, in a manner such Director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such Director's duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one (1) or more Officers, Directors, or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) counsel, public accountants or other person as to matters that the Director reasonably believes to be within such person's professional or expert competence; or

(c) a committee of the Board upon which such Director does not serve, duly designated in accordance with a provision of these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence;

(d) but such Director shall not be considered to be acting in good faith if such Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who performs such duties shall have no liability by reason of being or having been a Director of the Corporation.

Section 2. Presumption of Assent. A Director of the Corporation who is present at a meeting of its Board of Directors at which any action on any corporate matter is taken shall be presumed to have assented to the action unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file such Director's written dissent to such action with the Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified or registered mail to the Secretary of the Corporation within three (3) days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 3. Number, Designation and Qualification of Directors. The Board of Directors of the Corporation shall consist of between four (4) and nine (9) members. Directors will be elected to the Board by a two thirds vote of the Board for a term of one year.

Directors shall hold office until their removal, resignation, or until their successors shall have been elected and qualified. Directors must be residents of the State of Idaho or Wyoming.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by a two thirds vote of the Board.

Section 5. Removal of Directors. At a meeting of the Board of Directors called expressly for that purpose, any director may be removed with cause by a vote of two thirds vote of the Board.

Section 6. Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate one (1) or more committees, each of which, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation to the full extent permitted under the Act. Each such committee shall consist of two (2) or more Directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or such Director by law. Nothing in this bylaw shall be deemed to prohibit the Board of Directors from establishing committees, some or all of whose members may be non-directors, provided that such committees shall not have and may not exercise any of the powers of the Board of Directors.

Section 7. Directors' and Committee Meetings. Meetings of the Board of Directors, or

meetings of any committee designated thereby, may be held either within or outside the State of Idaho. Unless otherwise specified in this section or in the notice for such meeting, all meetings shall be held at the principal office of the Corporation.

Meetings of the Board of Directors or any committee designated thereby may be called by or at the request of the President, any Director or the chair of a committee, as the case may be, upon written, verbal, telephonic, facsimile notice (or any other means of notice authorized by the Act) given to all other Directors or committee members, as the case may be, at least two (2) days before the meeting.

Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board of Directors or such committee by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and the participation by such means shall constitute presence in person at a meeting. For any meeting held by conference telephone or similar communications equipment, notice of the meeting shall be given at least three (3) hours prior thereto by telephone or other communication directly with the Directors and/or committee members.

The attendance at or participation of a Director or committee member in any meeting shall constitute a waiver of notice of such meeting, except where a Director or committee member attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Unless otherwise required by the Act, the Articles or these Bylaws, neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors or any committee designated thereby need be specified in the notice or waiver of notice for such meeting.

Section 8. Waiver of Notice. Whenever any notice is required to be given to any Director or committee member under the provisions of the Act, the Articles or these Bylaws, 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 equivalent to the giving of such notice.

Section 9. Quorum and Voting Requirements. A quorum of the Board of Directors consists of a majority of the Directors in office when a meeting begins. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A majority of the number of committee members fixed and appointed by the Board of Directors or the President, as the case may be, shall constitute a quorum for the transaction of business at a meeting of such committee. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 10. Action Without a Meeting. Any action required by the Act to be taken at a meeting of the Board of Directors of the Corporation, or any action that may be taken at a meeting of the Directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote and may be accomplished through conference call or via email.

Section 11. Compensation. No Director or committee member shall receive a salary or other compensation for service in that capacity but may be reimbursed for actual expenses incurred in the performance of such service by a majority vote of the Board. A Board or committee member may not be compensated in any other capacity or service.

Section 12. Director Conflicts of Interest. The Directors and Officers shall abide by the Conflict of Interest Policy set forth as Exhibit A hereto. Except as may otherwise be provided by the Act or the Articles, no contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which a Director of the Corporation has an interest or in which one or more of its directors or Officers are also Directors of the Corporation, shall be void because of such relationship or interest or because such Director or Directors or a committee thereof that authorizes, approves or ratifies such contract or transaction or because such Director's or Directors' votes are counted for such purposes, if:

(a) the material facts of such relationship or interest are disclosed or known to the Board of Directors or committee that authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such action without counting the vote or consent of such interested Directors;

(b) the material facts of such relationship or interest are disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent, in which vote or consent such interested Directors may participate to the extent that they are also members; or

(c) the contract or transaction is fair to the Corporation at the time it is entered into and the material facts of such relationship or interest are fully and fairly disclosed or known to the Corporation.

If a majority of the Directors then in office who have no interest in the contract or transaction vote to authorize, approve or ratify the contract or transaction, a quorum is present for purposes of this Bylaw.

Section 13. Loans to Directors. The Corporation shall not lend money to or use its credit to assist its Directors or Officers.

Section 14. Liability of Directors for Wrongful Distribution of Assets. In addition to any other liabilities imposed by law upon the Directors of the Corporation, the Directors who vote for or assent to any distribution of assets, other than in payment of its debts, when the Corporation is insolvent or when such distribution would render the Corporation insolvent, or during the liquidation of the Corporation without the payment and discharge of or making adequate provisions for all known debts, obligations and liabilities of the Corporation, shall be jointly and severally liable to the Corporation for the value of such assets which are thus distributed, to the extent that such debts, obligations and liabilities of the Corporation are not thereafter paid and discharged.

A Director shall not be liable under this section if, in the exercise of ordinary care, such Director relied and acted in good faith upon written financial statements of the Corporation

represented to such Director to be correct by the President or by the Officer of the Corporation having charge of its books of account, or certified by an independent licensed or certified public accountant or firm of such accountants to reflect fairly the financial condition the of Corporation, nor shall such Director be so liable if, in the exercise of ordinary care and good faith, in determining the amount available for such distribution, such Director considered the assets to be equal to their book value.

A Director shall not be liable under this section, if, in the exercise of ordinary care, such Director acted in good faith and in reliance upon the written opinion of an attorney for the Corporation.

A Director against whom a claim shall be asserted under this section and who shall be held liable thereon shall be entitled to contribution from persons who accepted or received such distribution knowing such distribution to have been made in violation of this section in proportion to the amounts received by them respectively.

### **ARTICLE III OFFICERS**

Section 1. Number. The Officers of the Corporation shall consist of a President, Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. These Officers and the other Directors shall constitute the Board of Directors.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected by the Board of Directors to serve a term of one (1) year. The election of Officers shall be held annually on the anniversary of the previous election, or as soon as practicable thereafter. Each Officer shall hold office until a successor shall have been duly elected and shall have qualified, until such Officer's death, or until such Officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any Officer or agent may be removed by the Board of Directors whenever in its judgement the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive Officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation in conjunction with the Operations Manager. The President shall, when present, preside at all meetings of the members of the Board of Directors. The President may sign, with the Secretary or any other proper Officer of the Corporation hereunto authorized by the Board of Directors, any promissory notes, deeds, mortgages, leases, contracts, or other instruments that the Board of Directors has authorized to

be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall co-sign all checks or other deposit account withdrawals in excess of Five Hundred Dollars (\$500.00) and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President, if any, shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall prepare and maintain proper minutes of those meetings. The Secretary shall be the custodian of the official seal of the Corporation, if any, and shall affix that seal on all documents executed on behalf of the Corporation, pursuant to due authorization by the Board of Directors. The Secretary shall have the custody of and properly protect all executed deeds, leases, agreements and other legal documents and records to which the Corporation is a party or by which it is legally affected. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.

Section 8. Treasurer. The Treasurer shall be the principal financial Officer of the Corporation and shall have charge and custody of and be responsible for all funds of the Corporation. The Treasurer shall be responsible for all checks and promissory notes of the Corporation, the receipt of moneys due and payable to the Corporation from any source whatsoever, the deposit of all such moneys in the name of the Corporation in such banks, trust companies or other depositories, and the development and enforcement of the policies that govern such actions. The Treasurer shall keep or cause to be kept, adequate and correct accounts of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The Treasurer shall submit to the Board of Directors and the President, when required, statements of the financial affairs of the Corporation. The Treasurer shall in general perform all of the financial duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 9. Operations Manager. The Operations Manager is hired by the Board, and is not a voting member of the Board. The Manager has day-to-day responsibility for the operation of the Animal Shelter in conjunction with the President, including carrying out the Corporation's goals and Board policy. These goals and policies will be stated in the Teton Valley Community Animal Shelter Operations Manual \ approved by a two thirds vote of the Board. This manual may be amended by a two thirds vote of the Board. The Operations Manager will attend all Board meetings, report on the progress of the Corporation, answer questions of Board members

and carry out the duties described in the job description. The Board with a majority vote can designate other duties as necessary.

#### **ARTICLE IV MISCELLANEOUS**

Section 1. Indemnification. The Corporation may, in accordance with Section 30-3-88 of the Act, indemnify any Director, Officer, former Director or Officer, or employee of the Corporation against expenses actually and reasonably incurred in connection with the defense of any action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such person is made a party, or is threatened to be made a party, by reason of being or having been a Director or Officer, except in relation to matters as to which such person is adjudged to be liable for willful misconduct in the performance of such person's duties to the Corporation.

Section 2. Books and Records. At its registered office or principal place of business, the Corporation shall keep: (i) correct and complete books and records of account; (ii) minutes of the proceedings of its Board of Directors, and (iii) such other books and records that the Corporation is required to maintain pursuant to the Act. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 3. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, note or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation as provided in these Bylaws or in such manner as shall from time to time be determined by the Board of Directors.

Section 5. Deposits. All funds of the Corporation not otherwise employed 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 Directors may select.

Section 6. Annual Financial Statements. The Board of Directors shall cause a balance sheet as of the closing date of the last fiscal year, together with a statement of income and expenditures for the year ending on that date, to be prepared and presented at the annual meeting of the Board of Directors.

Section 7. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year, except that the first fiscal year shall begin on the date of incorporation.

Section 8. Corporate Seal. The Board of Directors may provide for a corporate seal that shall be circular in form and shall have inscribed thereon the name of the Corporation, the

state of incorporation and the words "Corporate Seal."

Section 9. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two thirds vote of the Board of Directors of the Corporation at any regular or special meeting.

[end of text]

IN WITNESS WHEREOF, the undersigned, being a member of the Board of Directors and the duly elected Secretary of the Corporation does hereby certify that the foregoing amended Bylaws were duly adopted as the official Bylaws of the Corporation by unanimous consent of the Directors of the Corporation effective June 21, 2016.

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Secretary