

**RESTATED AND AMENDED BY-LAWS
OF
THE GRAND STRAND HUMANE SOCIETY, INC.**

**ARTICLE I
ORGANIZATION**

The Grand Strand Humane Society, Inc., hereinafter the “Corporation”, is a nonprofit organization (i) established and operated in accordance with Title 26 of the United States Code (the “Internal Revenue Code”), Section 501(c)(3), and the regulations thereunder, and Sections 12-6-580 and 12-6-1120, Code of Laws of South Carolina, 1976, as amended; and (ii) incorporated under the South Carolina Nonprofit Corporation Act, Article 1, Chapter 31, Title 33 of the South Carolina Code of Laws. The Corporation shall be an independent and autonomous organization. Its period of duration shall be perpetual unless terminated in accordance with the terms herein.

**ARTICLE II
PURPOSES AND AUTHORITY**

2.1 General Purposes. The Corporation is organized and shall be operated exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; provided, however, no part of the net earnings thereof shall inure to the benefit of any private shareholder, member, officer, director or individual; provided further, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except to the extent permitted by law; provided further, the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these By-Laws, the Corporation shall not carry on any activities not permitted to be carried on by (i) an organization described in Internal Revenue Code Sections 501(c)(3), or (ii) an organization in which contributions are not deductible under the Internal Revenue Code Section 170(c)(2) or any other corresponding provision of any future United States Internal Revenue law.

2.2 Specific Purpose. The Corporation is organized and operated exclusively as a non-profit corporation for the purpose of providing humane services to animals located in Horry County, South Carolina and to that end, the Corporation shall strive to perform the following:

- A. prevent cruelty to animals;
- B. provide relief or assistance to suffering animals by:
 - i. providing humane care and treatment for all animals needing protection;
 - ii. returning lost animals to their owners;
 - iii. seeking suitable homes for animals without owners; and
 - iv. to provide euthanasia to animals when necessary; and

C. to educate the community on the humane treatment of, and the prevention of cruelty to, animals.

2.3 Authority. The Corporation, by and through its Board of Directors, is authorized to engage in any lawful activities reasonably necessary in the pursuit of, or incident to, the foregoing purposes, which may include, but are not limited to, accepting, buying, selling, owning, holding, operating, mortgaging, insuring, pledging, assigning, transferring or otherwise receiving or disposing of real and personal property. In addition, the Corporation shall have all other common law and statutory powers of a non-profit corporation to implement the purposes of the Corporation.

The Corporation may authorize, amend or restate the operating guidelines, plans, practices and/or procedures from time to time in order to effectively implement the purposes of the Corporation.

The Corporation may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any written instrument in the name and on behalf of the Corporation.

Notwithstanding the above, the Corporation shall have no authority to engage in any activities which would jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III **OFFICE LOCATION**

3.1 Principal Office. The principal office of the Corporation is located at **3241 Mr. Joe White Avenue, Myrtle Beach, South Carolina 29577**. The Corporation may have such other offices within or without the State of South Carolina, as may from time to time be designated by the Board of Directors or as the business of the Corporation may require.

3.2 Registered Office. The registered office of the Corporation to be maintained in the State of South Carolina as required by the South Carolina Nonprofit Corporation Act of 1994 (hereinafter the "Act") may be, but need not be, identical with the principal office of the Corporation, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV **BOARD OF DIRECTORS**

4.1 General Powers. The property, business and affairs of the Corporation shall be managed under the direction of its Board of Directors (hereinafter the "Board") which is vested with the powers and authority to do and perform all acts and functions not inconsistent with the law, the Articles of Incorporation and these Amended and Restated By-Laws (hereinafter the "Bylaws").

4.2 Duties. The Board shall be responsible for managing the operations of the Corporation consistent with the purposes set forth herein which includes, but is not limited to, the following: the governance, maintenance, management, operation, and conduct of the affairs of the Corporation; financial oversight of the Corporation, including the approval of the annual budget and all expenditures which are not regular and routine expenditures in the day-to-day operation of the Corporation; the effective functioning of activities relating to the facilities owned or leased by the Corporation; the election of officers of the Corporation or members of any committees created by the Board; providing for employees to maintain and operate the Corporation's facilities and to further the Corporation's purposes set forth herein; hearing grievance matters regarding the discipline and/or dismissal of employees of the Corporation; all business transactions necessary in the intervals between Board meetings; and such other matters as may be delegated to them by these Bylaws, Articles of Incorporation, and the applicable State and Federal laws and regulations.

4.3 Number; Qualifications. The Board shall consist of no less than five (5) and no more than fifteen (15), elected individuals (each a "Director"). The number of Directors may be increased or decreased as determined from time to time by the affirmative vote of a majority of the Directors (the "Board Majority").

Directors must be: (1) natural persons; (2) who are members of the Corporation in good standing; (3) who reside in the State of South Carolina; and (4) who are duly appointed or elected pursuant to the terms of these Bylaws.

4.4 Term. Each Director shall serve for a term of three (3) years. Each Director shall hold office until the Annual Meeting of the Members in the year his term is set to expire and shall continue to serve as Director until his successor shall have been duly elected, or until his earlier resignation, removal from office, death or incapacity.

4.5 Vacancies and Removal. Any Director may be removed from office, for cause, by the affirmative vote of the Board Majority. The Director subject to the removal may vote in such determination. Vacancies on the Board shall be filled by the affirmative vote of a majority of the remaining Directors.

4.6 Board Meetings.

4.6.1 Annual Meeting; Regular Meetings. The Annual Meeting of the Board (the "Annual Board Meeting") shall be held at a date, time and place designated by the Board, and shall be held at any place within Horry or Georgetown County, South Carolina. The Annual Board Meeting shall be held for the general purpose of electing officers and/or for such other business as may come before the Board. Directors are required to physically attend the Annual Board Meeting.

In addition to the Annual Board Meeting, the Board shall meet regularly at least every two (2) months, at a date, time and place designated by the President, and shall be held at any place within Horry or Georgetown County, South Carolina.

4.6.2 Special Meetings. Special Meetings of the Board may be called at any time by the President or by any two (2) Directors and may be held at any place within Horry or Georgetown County, South Carolina, at a reasonable date and time, so long as notice is provided to all Directors of the date, time and location of such Special Meeting and the purpose(s) for such Special Meeting.

4.6.3 Notice of Meetings. Notice of the date, time and location of the **Annual Board Meeting** shall be provided to each Director at least **ten (10) days** prior to the date of such meeting and may be delivered by mail, facsimile, e-mail or other type of electronic delivery.

Notice of the date, time and location of the **Special Meetings** shall be provided to each Director at least **twenty-four (24) hours** prior to the date and time of such meeting. The notice must also set forth the purpose(s) of such meeting and the matters proposed to be acted upon. The notices shall be given in writing and delivered by mail, facsimile, e-mail or other type of electronic delivery, unless oral notice is reasonable under the circumstances and receipt of oral notice is confirmed.

Notice of the date, time and location of the **Regular Meetings** shall be provided to each Director at least **five (5) days** prior to the date and time of such meeting. The notice must also set forth the issues to be discussed at such meeting and any matters proposed to be acted upon. The notices shall be given in writing and delivered by mail, facsimile, e-mail or other type of electronic delivery.

A Director's attendance at, or participation in, any of the above Board meetings shall be deemed to be a waiver of any rights to prior notice of such meeting. The Secretary, or any other person designated by the Board, shall be responsible for delivering the notices described herein.

4.6.4 Quorum. Unless otherwise required herein, the physical attendance of a majority of the Directors shall constitute a quorum for the transaction of business at the Annual Board Meeting, Special Meeting or Regular Meeting of the Board. The act of a majority of the Directors, in a Board meeting in which a quorum exists, shall be the act of the Board, except as otherwise provided in these By-Laws.

4.6.5 Meeting Governance. Robert's Rules of Order, as revised, shall be the governing parliamentary law of all Board meetings, whether Annual, Special or Regular Meeting.

4.6.6 Voting. Each Director shall have one (1) vote on all issues brought to a vote of the Directors. Unless stated otherwise in these By-Laws or as required by law, any action taken in a Board meeting in which a quorum exists, shall be by an affirmative vote of the majority of the Directors.

4.6.7 Proxies. Voting by Proxy at any Annual, Special or Regular Meeting of the Board shall not be allowed.

4.6.8 Election of Directors. Directors shall be elected by the members of the Corporation at the Annual Members Meeting. Each member entitled to vote shall have one (1) vote to cast among the nominees. Names of nominees may be submitted by any Director or Member in good standing during, or prior to, the Annual Members Meeting. Nominees must be natural persons who are Members of the Corporation in good standing and who reside in the State of South Carolina.

Those nominee(s) with the highest number of votes shall be the duly elected Director(s) for the allotted vacancy(ies) on the Board. No cumulative voting is permitted. In the event of a tie between two or more nominees, there shall be another vote held as between those nominees only.

4.7 Informal Action by Board. Action required or permitted to be taken at an Annual, Special or Regular Board Meeting may be taken without a meeting if the action is assented to by all Directors.

4.8 Committees. The Board may create any committee to perform any act and function not inconsistent with the law, the Articles of Incorporation and these Bylaws. The purpose, authority and membership of such committee shall be determined by the Board, at its sole discretion, and must be approved by the affirmative vote of the Board Majority.

The provisions within these By-Laws governing notices, quorums and voting of the Board also apply to the committees created herein. Committees may exercise only the authority delegated by the Board to such committee(s). Committees shall keep minutes of their proceedings and submit them to the next succeeding meeting of the Board for approval.

4.9 Director Attendance. A Director who is absent from three (3) consecutive Board meetings, without reasonable excuse, will automatically be deemed an immediate resignation by the Director from service on the Board.

4.10 Compensation. Neither Directors nor committee members shall receive any compensation for performing his/her duties set forth herein. In addition, no Director or committee member shall be entitled to reimbursement for expenses incurred in the carrying out of such duties unless unanimously approved by the Directors.

ARTICLE V MEMBERS

5.1 General. The members of the Corporation shall be those individuals who have paid the annual dues, as established by the Board of Directors from time to time, or an individual who has purchased a lifetime membership with the Corporation. In order for a non-lifetime member to be eligible to vote at any members meeting, such member must be in “good standing,” or current in the payment of the annual dues, at least **five (5) days** prior to the date of such meeting.

5.2 Members' Meetings.

5.2.1 Annual Meeting; Election of Directors. The Annual Meeting of the members (the "Annual Members Meeting") shall be held at a date, time and place designated by the Board, during the fourth quarter of the calendar year and shall be held at any place within Horry or Georgetown County, South Carolina. The Annual Members Meeting shall be held for the general purpose of electing director(s) to fill vacancy(ies) on the Board and for such other business(es) as may come before the Board at such meeting.

Directors shall be elected by the members at the Annual Meeting of the Members. Each member entitled to vote shall have one (1) vote to cast among the nominees. Names of nominees may be submitted by any Director or member in good standing during, or prior to, the Annual Members Meeting. Nominees must be natural persons who are members of the Corporation in good standing and who reside in the State of South Carolina.

Those nominee(s) with the highest number of votes shall be the duly elected Director(s) for the allotted vacancy(ies) on the Board. No cumulative voting is permitted. In the event of a tie between two or more nominees, there shall be another vote held as between those nominees only.

5.2.2 Special Meeting. A Special Meeting of the members (the "Special Members Meeting") may be called at any time by any one of the following: (a) the President; (b) Board Majority; or (c) at least ten (10%) percent of the members in good standing.

5.2.3 Notice. Notice of the date, time and location of the Annual and Special Members Meeting shall be provided to each member in good standing at least **ten (10) days** prior to the date of such meeting, which notice may be delivered by mail or, if a member provides a facsimile number or email address, by facsimile or e-mail.

5.2.4 Quorum. Those members who are present at the Annual or Special Members Meeting shall constitute a quorum for the transaction of business at such meeting. The act of the majority of the members at the meeting shall be the act of the members at such meeting.

5.2.5 Meeting Governance. Robert's Rules of Order, as revised, shall be the governing parliamentary law of all Member meetings, including Annual or Special Meetings.

5.2.6 Voting. Each member in good standing, over the age of 18, shall be entitled to cast one (1) vote on each issue brought to a vote of the members at the Annual or Special Meeting. A member is in "good standing" if such member: (1) is a lifetime member; or (2) is current in the payment of annual dues at least five (5) days prior to the date of the applicable members meeting. The Secretary of the Corporation, or any other individual designated by the Board of Directors, must prepare, and have available for review at least ten (10) days prior to the applicable members meeting, a roster of all members currently in good standing.

Unless stated otherwise in these By-Laws or as required by law, any action taken at any members meeting shall be by an affirmative vote of the majority of the members constituting a quorum.

5.2.7 Proxies. Voting by Proxy shall not be allowed at any meeting of the members.

ARTICLE VI **OFFICERS**

6.1 General. The officers of the Corporation shall be vested with authority to administer and implement duties, responsibilities and directives in conformity with their respective offices in furtherance of the purposes set forth in these By-Laws, the Corporation's Articles of Incorporation and the Board of Directors.

6.2 Officer Positions. The Corporation shall have the following officer positions: President, Vice-President, Secretary, Treasurer and such other officers and assistant officers, as the Board shall deem necessary or desirable. Any two or more offices may be held by the same person, and an officer may act in more than one capacity where action of two or more officers is required. No officer shall be compensated for performing his/her services to the Corporation, but the officers shall be entitled to be reimbursed for expenses relating to their duties herein.

6.3 Duties of Officers.

6.3.1 President. The President shall be the chief executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The President must be a member in good standing with the Corporation. The President shall preside at all meetings of the Board and shall be an ex-officio member of all committees. The President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

6.3.2 Vice-President. The Vice-President shall familiarize himself with the affairs of the Corporation, and shall have such powers and perform such duties as usually pertain to such office or as may be prescribed from time to time by the Board. The Vice-President shall act as aide to the President and, in the event of the absence or disability of the President, shall perform the duties of the President. The Vice President must be a member in good standing.

6.3.3 Secretary. The Secretary shall: (a) keep the minutes of all Board meetings; (b) maintain a register of attendance of all Board meetings; (c) ensure that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (d) authenticate records of the Corporation when such authentication is required; and (e) in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be prescribed by the Board. The Secretary must be a member in good standing.

6.3.4 Treasurer. The Treasurer shall have the care and custody of all the monies and securities of the Corporation. The Treasurer shall sign such instruments as require his

signature and shall perform all duties as usually pertain to his office or as are properly required of him by the Board. The Treasurer shall present a statement of account at every Board meeting and shall serve as chair of finance. The Treasurer must be a member in good standing.

6.4 Appointment of Officers. The officers of the Corporation shall be appointed annually by the Board at the Annual Board Meeting or at such time as the Board shall determine.

6.5 Term. Each officer shall serve for a term of two (2) years and shall hold office until the Annual Board Meeting in the year his term is set to expire and until his successor shall have been elected and qualified, or until his earlier resignation, removal from office, death or incapacity.

6.6 Removal. Any officer may be removed at any time upon the majority vote of the Directors at any Annual, Special or Regular Meeting, whenever in the Board's judgment, in its sole discretion, the best interests of the Corporation would be served thereby.

6.7 Vacancies. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice-President shall automatically succeed to the office or perform the duties and exercise the powers of the President, until the next appointment. If any officer other than that of the President shall become vacant for any reason, the Board may elect or appoint a replacement to fill such vacancy until the following Annual Board Meeting.

ARTICLE VII **CORPORATE FINANCES**

7.1 Raising Funds. The Corporation shall raise funds by collecting and obtaining gifts of money and/or property arising from grants, contributions, donations, bequests and fees for services provided by the Corporation.

7.2 Management and Use of Funds. All property received by the Corporation shall be held, retained, managed, administered and used under the direction of the Board in accordance with the purposes set forth herein.

7.3 Corporate Monies. All monies received by the Corporation (the "Corporate Monies") shall be held, retained, managed, administered and used under the direction of the Board in accordance with the purposes set forth herein. The Corporate Monies shall be held in an interest-bearing corporate account designated by the Board and may only be accessed by those individuals authorized by the Board for the payment of corporate expenses and obligations.

Notwithstanding the above, the Corporation shall have no authority to utilize the Corporate Monies in any manner or any purpose which: (i) may jeopardize the status of the Corporation as an entity operating pursuant to Section 501(c)(3) of the Internal Revenue Code and section 12-6-580 of the South Carolina Code; or (ii) may jeopardize the status of contributions or payments insofar as concerns deductions which are allowed under the provisions

of Sections 170, 2055, 2106 and 2522 of the Internal Revenue Code and the regulations thereunder.

Should the Corporation be or become a Private Foundation under the provisions of Section 509 of the Internal Revenue Code, it shall distribute income for each taxable year at such time and in such manner so as not to incur a tax on undistributed income imposed by Section 4942 and related sections of the Internal Revenue Code and the regulations thereunder. In addition, the Corporation shall not engage in the following: (i) any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code and the regulations thereunder; (ii) retain excess business holdings as defined in Section 4943(c) of the Internal Revenue Code and the regulations thereunder; (iii) make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code and the regulations thereunder; or (iv) make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code and the regulations thereunder.

7.4 Fiscal Year. The Fiscal Year of the Corporation shall be the same as the Calendar Year and shall commence January 1 and end December 31 of each year this Corporation exists. Notwithstanding the foregoing, the Fiscal Year may be changed by the affirmative vote of a majority of the Directors.

ARTICLE VIII **BOOKS, PAPERS AND RECORDS**

8.1 The officers of the Corporation shall maintain accurate records in the discharge of their responsibilities and shall present such reports to the Board at the following Annual, Special and Regular Meeting as may be required by the President or the Board. Furthermore, the officers shall provide, when requested by the President or the Board, a copy of any and all written reports to the Secretary who shall be responsible for maintaining such reports.

8.2 The books, papers, records, and financial statements of the Corporation shall at all times, during reasonable business hours, be subject to the inspection of any member, officer or Director of the Corporation.

ARTICLE IX **AMENDMENTS**

9.1 These By-Laws may be amended, adopted or repealed only by the members at the Annual Members Meeting or at a duly noticed Special Members Meeting.

9.2 By the execution of these Restated and Amended By-Laws, any and all By-Laws of the Corporation which existed prior to the date of execution of these Restated and Amended By-Laws shall be deemed terminated and of no longer any force and effect.

ARTICLE X
DISSOLUTION

10.1 The Corporation may be dissolved and its business and affairs terminated upon an affirmative vote of at least two-thirds (2/3) of the Directors at a Special Meeting attended by all Directors. After dissolution is approved, an Articles of Dissolution shall be filed with the Secretary of State.

10.2 Upon dissolution of the Corporation and after all its debts and expenses have been paid, all its assets which may be legally so distributed shall be distributed in conformity with these By-Laws and for the purposes set forth herein and in the Corporation's Articles of Incorporation. All remaining assets of the Corporation shall be turned over to one or more organizations which are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code or corresponding sections of any prior or future law.

ARTICLE XI
LIMITATION ON CORPORATE ACTIVITIES

Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1976, as amended, or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1976, as amended, or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE XII
INDEMNIFICATION

12.1 The Corporation shall, to the fullest extent permitted by the South Carolina Business Nonprofit Corporation Act of 1994, as amended, or any federal or state law, indemnify all Directors, officers, employees or agents of the Corporation who conducted themselves in good faith and in reasonable belief that his/her conduct was in the best interest of the Corporation and authorized by the Board of Directors. The indemnification herein shall not apply to any acts which are determine to be wilful, wanton or grossly negligent.

12.2 The Corporation may purchase and maintain insurance on behalf of any person who is, or was, a Director, officer, employee or agent of the Corporation, against liability asserted against or incurred by him in that capacity or arising from his/her status as such.

[Signature Pages to Follow]

IN WITNESS WHEREOF, we, being all of the current Directors of the Board of Directors of the Corporation, hereby certify that this **Restated and Amended By-Laws of The Grand Strand Humane Society, Inc.** was duly approved by the Members at the Annual Meeting of the Members held November 17, 2008 and, as such, we hereunto subscribe our names and make these By-Laws effective the 18th day of November, 2008.

The Grand Strand Humane Society, Inc.

By Its: BOARD OF DIRECTORS

WITNESSES:

Print Name: _____
Date: _____, 2008

Print Name: _____
Date: _____, 2008

Print Name: _____
Date: _____, 2008

Print Name: _____
Date: _____, 2008

Print Name: _____
Date: _____, 2008

Print Name: _____
Date: _____, 2008

Print Name: _____
Date: _____, 2008

Print Name: _____
Date: _____, 2008

[Signature Page to Follow]

BOARD OF DIRECTORS CON'D

WITNESSES:

Print Name: _____
Date: _____, 2008

Print Name: _____
Date: _____, 2008

Print Name: _____
Date: _____, 2008

Print Name: _____
Date: _____, 2008