
Fourth Amended and Restated
By-Laws
Of
Capistrano Animal Rescue Effort
A California Public Benefit Corporation

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ARTICLE I

OFFICES AND PURPOSE

Section 1.01. Principal Office. The Board of Directors is hereby granted full power and authority to fix and locate and to change the principal office of the Corporation from one location to another within the State of California. The principal office of the Corporation for the transaction of its business is located at the residence or address of the Secretary of the Corporation, provided that the Secretary's residence is in the County of Orange, State of California. Otherwise it will be at a locatin within the County of Orange, State of California selected by the Board of Directors.

The county of the Corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the County of Orange, State of California by noticing the changed address and effective date, and such changes of address shall not be deemed an amendment to these Bylaws.

Section 1.02. Purpose.

a. This Corporation is a nonprofit public benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. Such public and charitable purposes is to protect the welfare and promote the humane treatment of animals by: (1) Providing shelter and medical care for stray, abandoned or owner relinquished animals in San Juan Capistrano, (2) Responding to animal needs with personal commitment, humane sensitivity, compassion and technical skills, (3) Actively pursuing suitable adoptions of all adoptable and treatable animals, (4) Promoting and supporting spay and neuter programs, and (5) Preventing cruelty to animals by supporting animal welfare education.

b. This Corporation is organized exclusively for charitable purposes within the meaning Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 of the corresponding

provision of any future United States Internal Revenue Law, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

c. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

d. The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any of directors, officer, or member thereof or to the benefit of any private person.

e. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE II.

MEMBERS

Section 2.01. Classification of Members. This Corporation shall have two (2) classes of members, members who are entitled to vote (“Voting Members”) and non-voting members who are associated persons within the meaning of California Corporations Code § 5332 (“Associate Members”). Membership in this Corporation shall be subject to the terms and conditions set forth in this Article II.

Section 2.02 Voting Members. The initial Voting Members of this Corporation shall be those individuals elected as members of the Board of Directors immediately prior to the adoption of these By-Laws. Thereafter, the Voting Members shall be the members of the Board of Directors. In order to be a Voting Member, one must be a natural person over the age of 18 and must have paid dues pursuant to the Associate Membership schedule set forth in Section 2.03 below.

Section 2.03 Associate Membership. Nothing in this Article II shall be construed as limiting the right of the Corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of California Corporations Code (the “Corporations Code”) Section 5056. The Corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the Corporations Code, upon any person or persons; provided, however, that no such person or persons shall be a member within the meaning of said Section 5056 unless such person(s) is given the right, pursuant to a specific provision of the Articles and/or Bylaws, to vote for the election of a director or directors, to vote on a disposition of all or substantially all of the assets of the Corporation, to vote on a merger or dissolution of the Corporation, and/or to vote on changes to the Articles and/or Bylaws. Associate Membership and rights thereof are not transferable

and shall be of the following levels with annual dues payable in advance as follows:

- a. Lifetime Membership: A person may become a Lifetime Member by the one-time payment of \$1,000.
- b. Corporate Membership: A person or business may become a Corporate Member by payment of \$250 annually.
- c. Small Business Membership: A person or business may become a Small Business Member by the payment of \$100 annually.
- d. Family Membership: A person or family may become a Family Member by the payment of \$35 annually.
- e. Individual Membership: A person may become an Individual Member by the payment of \$25 annually.
- f. Junior/Senior Membership: (under 18 years/65+ years): A person may become a Junior/Senior Member by the payment of \$15 annually.

The Board of Directors shall review applications for Associate Membership and may, in its discretion, deny membership if a majority of members of the Board of Directors believe that such membership would not be in the best interests of the Corporation. No membership may be denied, however, on the basis of race, religion, national origin, gender or sexual orientation.

Section 2.04 Voting - Board of Directors. Only Voting Members shall have the right to vote on the election or removal of the Board of Directors, the filling of vacancies of the Board of Directors, and the selection of one or more Officers and/or Executive Directors whose powers, duties, and responsibilities shall be as periodically set forth and agreed upon from time to time by the Voting Members.

Section 2.05 Voting - Corporation's Assets. Only Voting Members shall have the right to vote on the disposition of all or substantially all of the Corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Corporation.

Section 2.06 Number and Membership of Voting Members. The number of Voting Members shall be expanded or reduced only by approval of a majority of all Voting Members as provided in California Corporations Code Section 5033 and new Voting Members shall be elected only by a majority of existing Voting Members. Memberships of Voting Members may be suspended, terminated, expelled, transferred only by approval by a majority of all Voting Members as provided in California Corporations Code Section 5033.

Section 2.07 Other Rights of Members. In addition to the above rights and privileges, Voting Members shall have all other rights afforded Members under the California Non-Profit Public Benefit Corporation Law.

Section 2.08 Amendment. Neither this Article II, nor any provision hereof, may be amended or repealed except upon the approval by a majority of all Voting Members as provided in California Corporations Code Section 5033.

Section 2.09 Assessments. Memberships are subject to assessments only upon the affirmative vote of a majority of the Board of Directors and by approval of a majority of all Voting Members as provided in California Corporation Code section 5033.

Section 2.10 Transferability of Membership Neither a Voting Member nor an Associate Member may transfer or assign his, her or its membership in the Corporation nor any rights such member may have for value or otherwise.

Section 2.11 Membership Book. The Corporation shall keep in written form a membership book containing the name, address, and class of each Member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law as set forth in Section 2.12 of these By-laws.

Section 2.12 Inspection Rights of Members. Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 6331 of the Corporations Code and the power of the court to limit inspection rights any Voting Member may inspect the Corporation's books and records at reasonable times upon reasonable notice at their own expense.

Section 2.13 Nonliability of Members. Neither a Voting Member nor an Associate Member of the Corporation shall solely be personally liable, because of a membership designation, for the debts, obligations, or liabilities of the Corporation.

Section 2.14 Termination of Membership

(a) The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes, however, upon the occurrence of the events set forth in sections 2.14(a)(1) or 2.14(a)(3), a majority of remaining Voting Members may elect to continue the Corporation:

- (1) The voluntary resignation of a Voting Member;
- (2) Where a membership is issued for a period of time, the expiration of such period of time;
- (3) The death of a Voting Member;
- (4) The nonpayment of dues or assessments, subject to the limitations set forth in Section 2.09 of these By-laws.
- (5) The termination of all memberships or any class of Voting Members upon the amendment of these By-laws permitting the termination, pursuant to Section 4342 of the California Corporations Code.
- (6) Removal of the Voting Member from office as a Director pursuant to Section 4.08 below.

(b) All rights of a Voting Member in the Corporation and in its property shall cease on the termination of such Voting Member's membership. Termination shall not relieve the Voting Member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE III.

MEETINGS OF MEMBERS

Section 3.01. Place. Meetings of Voting Members shall be held at the principal office of the Corporation or at such location within the State of California as may be designated from time to time by resolution of the Board of Directors.

Section 3.02 Regular Meetings. The Voting Members shall meet annually on the last Monday in August each year at 7:00 p.m., for the purpose of transacting such proper business as may come before the meeting, including the election of the Board of Directors for such terms as are fixed in Section 4.02 of these By-laws. Monthly meetings of Associate Members may be called at the discretion of the Board of Directors in order to update the public on matters of interest.

Section 3.03 Special Meetings. Special meetings of Voting Members shall be called by the Board of Directors or the Chairman of the Board of Directors or the President of the Corporation and held at such place as is fixed in Section 3.01 of these By-laws or at such times and places within the State of California as may be ordered by resolution of the Board of Directors.

Section 3.04 Notice of Meetings. Written notice of every meeting of Voting Members shall be either personally delivered or mailed by first-class United States mail, postage prepaid, not less than two (2) weeks nor more than sixty (60) days before the date of the meeting to each Voting Member who on the record date for notice of the meeting is entitled to vote thereat.

The notice of meeting shall be addressed to each Voting Member at the address of such Voting Member appearing on the books of the Corporation or at the address given by the Voting Member to the Corporation for the purpose of notice. The Secretary or Assistant Secretary of the Corporation, or any transfer agent specially designated by the Secretary or Assistant Secretary for the purpose herein mentioned, shall execute an affidavit of the giving of the notice of the meeting of Voting Members. In the case of a specially called meeting of Voting Members, notice that a meeting will be held at a time requested by the person or persons calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the Chairman of the Board of Directors or the President or Secretary of the Corporation shall be sent to the Voting Members forthwith and in any event within twenty (20) days after the request was received.

Section 3.05 Contents of Notice. The notice shall state the place, date, and time of the meeting. In the case of regular meetings, the notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the Voting Members. In the case of special

meetings, the notice shall state the purpose for which the meeting has been called. The notice of any meeting at which Board of Directors is to be elected shall include the names of all those who are nominees at the time the notice is given to the Voting Members.

Section 3.06 Waivers, Consents, and Approvals. The transaction of any meeting of Voting Members, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and each absent Voting Member signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting all such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.07 Quorum. A quorum at any meeting of Voting Members shall consist of fifty (50%) percent of the voting power, represented in person or by proxy. For purposes of this By-law, "voting power" means the power to vote for the election of the Board of Directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

Section 3.8 Voting of Membership. Each Voting Member is entitled to one vote on each matter submitted to a vote of the Voting Members. The record date for the purpose of determining any rights with respect to Voting Members shall be the date upon which any such right or entitlement shall occur or be exercised. Cumulative voting shall not be authorized for the election of the Board of Directors or for any other purpose. Voting Members entitled shall be permitted to vote or act by proxy with respect to any lawful action related to or appurtenant to the rights of a Voting Member.

Section 3.9 Action without Meeting by Written Ballot. Any action which may be taken at any regular or special meeting of Voting Members may be taken without a meeting. If an action is taken without a meeting, the Corporation shall distribute a written ballot to every Voting Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

ARTICLE IV.

BOARD OF DIRECTORS

Section 4.01. Number. The Corporation shall have a Board of Directors of five (5).

Section 4.02 Terms of Office. Each director shall hold office for a period of one (1) year from the date of such director's election and until such director's successor is elected. In the event a director

is removed at a special meeting of the Voting Members called and held as prescribed in Section 3.03 of these By-laws, such director shall hold office until his or her removal and his or her successor is elected.

Section 4.03 Nomination and Eligibility. Any natural person who is an Associate Member may be nominated by a director or an Officer of the Corporation. Such nominations shall be submitted to the Executive Director of the Corporation or, if there is no Executive Director, to the Secretary of the Corporation and included in the notice of any meeting of Voting Members held for the purpose of electing the Board of Directors, and by any other method of nomination authorized by law including nominations from the floor at any meeting of Voting Members held for that purpose.

Section 4.04 Election. The Board of Directors shall be elected at each annual meeting as prescribed by Section 3.02 of these By-laws or by written ballot as authorized by these By-laws. The candidates receiving the highest number of votes up to the number of directors to be elected are elected. Directors shall be eligible for re-election without limitation on the number of terms they may serve.

Section 4.05 Compensation. The Board of Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending the meetings of the Board of Directors or other provisions allowing partial compensation.

Section 4.06 Meetings

(a) Meetings of the Board of Directors may be called by the Chairman or the President or the Secretary or any two (2) directors.

(b) All meetings of the Board of Directors shall be held at the principal office of the Corporation as specified in Section 1.01 of these By-laws or another location designated by a majority vote of the Board of Directors.

(c) Regular meetings of the Board of Directors shall be held without call or notice at the principal office of the Corporation immediately following each annual meeting of the Voting Members of the Corporation as set forth in Section 3.02 of these By-laws.

(d) Special meetings of the Board of Directors may be called by the Chairman or the President or the Secretary or any two (2) Directors. Special meetings shall be held on no less than seven (7) and no more than sixty (60) days' notice either by personal delivery or by first class mail, postage prepaid. Notice of the special meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

(e) A majority of the authorized number of Directors constitutes a quorum of the Board of Directors for the transaction of business, except as hereinafter provided.

(f) Except as otherwise provided in the Articles, in these By-laws, or by law, every act or decision done or made by a majority of the Board of Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

(g) The Chairman of the Board or, in his or her absence, any director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board of Directors. Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

(h) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 4.07. Action Without A Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested Director" as defined in section 5233 of the California Non-Profit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this Corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Section 4.08 Removal from Board of Directors.

(a) A Director may be removed from the Board of Directors with or without cause by an affirmative vote of a majority of the Board of Directors at a duly noticed meeting at which a quorum is present. The decision of the majority of the Board of Directors shall be final.

(b) Notwithstanding any other provision of these Bylaws to the contrary, the Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty of Article 3 (commencing with Section 5230) of the Nonprofit Corporation Law.

Section 4.09. Resignation of Directors. Any director may resign effective on giving written notice to the Chairman of the Board of Directors, the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such

resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 4.10 Vacancies in the Board of Directors

(a) Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any director; whenever the number of directors authorized is increased; and on the failure of the Voting Members in any election to elect the full number of directors authorized.

(b) Vacancies on the Board of Directors may be filled only by a vote of the Voting Members.

Section 4.11 Board of Directors' Liabilities

(a) A person who performs the duties of a director in accordance with subsection (b) and (c) hereinbelow shall have no liability based upon any alleged failure to discharge the person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which this Corporation, or its assets, are dedicated.

(b) A director shall perform his duties, including duties as a member of any committee of the Board of Directors upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(c) In performing the duties of a director, 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:

(i) One or more officers or employees of the Corporation whom the director believes to be reliable and competent in the matters presented;

(ii) Counsel, independent accountants or other persons as to matters which the member believes to be within such persons professional or expert competence; or

(iii) A committee of the Board of Directors upon which the director does not serve, as to matters within its designated authority which committee the director believes to merit confidence, so long as, in any such case the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 4.12 Restrictions Regarding Interested Directors. Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this paragraph, "interested persons" means either:

(a) any person currently being compensated by the Corporation for services rendered it

within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 4.13 Insurance for Corporate Agents. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation, including a Director, officer, employee or other agent of the Corporation, against any liability other than for violating provisions of law relating to self-dealing (section 5233 of the California Non-Profit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of section 5238 of the California Non-Profit Public Benefit Corporation Law.

ARTICLE V.

OFFICERS

Section 5.01. Number and Titles The officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions hereinbelow, including, without limitation, a Counselor, a Building and Site Officer, A Foster Officer, A Fund Raising Officer, An Adoption Officer, a Membership Officer, a Volunteer Officer, a Technology Officer and a Publicity Officer. One person may hold two or more offices, except one person may not be both President and Vice President or both President and Secretary. In its discretion, the Board of Directors may leave unfilled for any period it may fix any office except the offices of President, Secretary and Treasurer.

Section 5.02. Appointment. The officers of the Corporation shall be chosen by the Board of Directors, and each shall hold office until his or her successor shall be appointed and shall serve at the pleasure of the Board of Directors subject to any rights any such officer may have under any employment contract with this Corporation, or until he or she shall resign, be removed from office, or become otherwise disqualified to serve.

Section 5.03. Other Officers. The Board of Directors may appoint an Executive Director, the appointment of whom shall be approved by a vote of the Voting Members and who shall serve at the pleasure of the Board of Directors and the Voting Members.

Section 5.04. Removal and Resignation. Any officer may be removed, either with or without cause, subject to any rights of the officer under any employment contract with this Corporation, by the vote of the Board of Directors at any regular or special meeting of the Board of Directors or by the unanimous written consent of the Board of Directors then in office without a meeting. Any officer may resign at any time subject to any rights of the Corporation under any contract to which the officer is a party by giving written notice to the Chairman of the Board of Directors, the President, or to the Secretary of the Corporation. Any such resignation shall take effect on the date the notice is received unless a later effective date is specified therein, in which case resignation is effective on the specified date. Unless otherwise specified in the notice, acceptance of the resignation by the Board of Directors shall not be necessary to make it effective.

Section 5.05 Vacancies. If the office of President, Secretary, or Treasurer becomes vacant, the Board of Directors shall forthwith fill it by appointing a successor officer. If any other office becomes vacant, the Board of Directors may, in its discretion, leave it unfilled for such period as it may fix or it may appoint a successor officer to fill the vacancy as in this section provided.

Section 5.06. Chairman of the Board of Directors. The Chairman of the Board of Directors, if there be such an officer, shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may from time to time be assigned to him by the Board of Directors or prescribed by law or by these By-laws.

Section 5.07. President. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board of Directors, if there be such an officer, the President shall be the chief executive officer of the Corporation and, except as otherwise provided in these By-laws, shall have: (1) general supervision, direction, and control of the business and officers of the Corporation; (2) the general powers and duties of management usually vested in the office of President of a Corporation; and (3) such other powers and duties as may be prescribed by the Board of Directors or by these By-laws. Within this authority and in the course of his duties, he shall:

(a) Preside at all meetings of the Voting Members and in the absence of the Chairman of the Board of Directors, or if there be none, at all meetings of the Board of Directors, and shall be a Director committees.

(b) Sign corporate instruments on behalf of the Corporation

(c) Subject to direction from the Board of Directors, appoint and remove, employ and discharge, and prescribe the duties and fix the compensation of all agents and employees of the Corporation other than the duly appointed officers. These functions may, however, be delegated by the President, or the Board of Directors, to specified persons in the various levels of management.

(d) Unless otherwise directed by the Board of Directors and subject to its control, attend in

person and, unless prohibited by law, act and vote, on behalf of this Corporation, at all meetings of the shareholders of any Corporation in which this Corporation holds shares.

Section 5.08. Vice President. If the Board of Directors elects to have one or more Vice Presidents, the duties of that office will be as set forth in this sub-section. In the absence or disability of the President, the Vice President, or the Vice Presidents if there are more than one in order of their rank as fixed by the Board of Directors or if not ranked the Vice President designated by the Board of Directors, shall perform all duties of the President and, when so acting, shall have all powers of, and be subject to all the restrictions on, the President. The Vice President or Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or by these By-laws.

Section 5.09. Secretary The Secretary shall:

(a) Have custody of the Corporate Seal and shall affix it in appropriate cases to all corporate instruments.

(b) Have custody of the records of the Corporation and see to it that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed.

(c) See that all notices are duly given in accordance with the provisions of these By-laws or as required by law. In case of the Secretary's absence, disability, or neglect or refusal to act, notice may be given and served or caused to be served by an Assistant Secretary, if any, or by the President of the Corporation, or by the Board of Directors.

(d) Act as Secretary at all meetings of Voting Members and of the Board of Directors and record, or cause to be recorded, in the minute book all actions taken at such meetings. In case of the Secretary's absence, disability, or neglect or refusal to act, this duty may be performed by an Assistant Secretary, if any, or such other person as may be appointed by the person presiding at the meeting.

(e) Keep written minutes of the proceedings of the Voting Members and Associate Members, Board of Directors and Board of Directors committees in a book to be kept for that purpose at the principal executive office of the Corporation.

(f) Keep the original or a copy of the Articles of Incorporation, certified by the Secretary of State, with all amendments thereof to date in the minute book.

(g) Keep at the Corporation's principal executive Office the original or a copy of these By-laws as amended to date.

(h) Keep at the Corporation's principal executive office a record of the Corporation's Members.

(i) When requested to do so by the Board of Directors or any Voting Member individually as

provided herein, or the Board of Directors Committee, or the President or other officer of this Corporation, or when so required by law, certify as a true copy a copy of the By-laws of the Corporation, or of the minutes of any meeting of the incorporators, members, directors, Board of Directors committee, or other, or of any resolution adopted by the Board of Directors, a Board of Directors committee, or the Voting Members. This duty may be performed by any Assistant Secretary of the Corporation.

(j) Exhibit at any reasonable time to any director who so requests, or to his or her agent or attorney, for inspection any and all books, records, and documents of every kind of the Corporation which the Secretary is charged by these By-laws with maintaining and/or keeping or which are in the Secretary's custody. This right of inspection includes the right to copy and make extracts.

(h) In case of the Secretary's absence, disability, or refusal or neglect to act, the Assistant Secretary, or if there be none, the Treasurer acting as Assistant Secretary may perform all of the functions and duties of the Secretary. In case of the absence, disability, or refusal or neglect to act of the Assistant Secretary or Treasurer, as the case may be, as well as of the Secretary, then any person authorized by the President or by the Board of Directors shall perform the functions and duties of the Secretary.

Section 5.10. Treasurer The Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(b) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatever.

(c) Disburse or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct books and records of account either in written form or in any other form capable of being converted into written form.

(e) Render to the President and Board of Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation.

(f) Prepare, or cause to be prepared, the balance sheet, income statement, and statement of changes in the Corporation's financial position for the fiscal year to be included in the annual report, if any, and either cause the statements to be accompanied by any report on them of independent accountants or, if there is no such report, certify that such statements were prepared without audit from the books and records of the Corporation.

(g) Perform any and all other functions and duties required of the Treasurer that may be specified in other sections of these By-laws and, in general, perform all the duties incident to the

office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

(h) In case of the Treasurer's absence, disability, or refusal or neglect to act, the Assistant Treasurer, or if there be none, the Secretary acting as Assistant Treasurer may perform all of the functions and duties of the Treasurer. In case of the absence, disability, or refusal or neglect to act of the Assistant Treasurer or Secretary, as the case may be, as well as of the Treasurer, then any person authorized by the President or by the Board of Directors shall perform the functions and duties of the Treasurer.

Section 5.11. Compensation. The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the Corporation, provided, however, that such compensation paid a Director for serving as an officer of this Corporation shall only be allowed if permitted under the provisions of Section 4.12 of Article IV of these Bylaws. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the charitable or public purposes of this Corporation.

Section 5.12. Executive Director of the Board of Directors. The powers, duties, and responsibilities of the Executive Director shall be as determined by mutual agreement between the Board of Directors and the Executive Director including but not limited to compensation and all other matters respecting employment of the Executive Director.

Section 5.13. Other Officer Positions. The Board of Directors may also elect the following Officer positions to fulfill the duties described below:

- (a) COUNSELOR: Subject to the provisions of these Bylaws the Counselor shall:
- (1) Provide advice to the Executive Board regarding the operation of the Non-Profit.
 - (2) Assist in negotiation of contracts for services.
 - (3) Assist in review of Corporation documents including, but not limited to; Bylaws, Articles of Incorporation, leases, memorandums of understanding, contracts, agreements, Business Plan, etc.
 - (4) Advise on standard CARE forms including, but not limited to; Adoption Applications, Volunteer forms, Adoption Contracts, Foster agreements, Owner Relinquishment agreements; Animal evaluation forms, etc.
 - (5) Provide input to Technology Committee on content of the CARE web site
 - (6) Assist with negotiations on construction activities including contracts, permits and agreements for services
 - (7) Responsible for procurement of insurance for CARE & Board of Directors
 - (8) Legal Liaison with outside counsel.
 - (9) Provide advice on liabilities, audits, financial regulations, dues, memberships, programs, etc.

- (10) Advise on matters of conduct and execution of duties
- (11) Provide input and make recommendations on claims for reimbursements and/or financial claims against CARE
- (12) Consult on committee decision and activities
- (13) Offer suggestions on meeting and business protocol
- (14) Interface, mediate or advise on disagreements between members and/or members and the public
- (15) Oversee and consult on the creation of a Strategic Plan for CARE
- (16). Advise on all legal matters
- (17) Represent CARE in matters of dispute

(b) **FUND RAISING CHAIRMAN.** Subject to the provisions of these Bylaws the Fund Raising Chairman shall:

- (1) Organize fund raising committees and subcommittees (CARE SHOW, Garden Tour, Hogs for Dogs, 4th of July, Golf Tournament, etc.)
- (2) Monitor efforts of event planners and committees
- (3) Research and plan fund raising events, coordinate with city schedules, and other CARE events.
- (4) Chair fund raising committee meetings
- (5) Coordinate communication among various event committees
- (6) Appoint Event Planners
- (7) Help recruit and assign volunteers for events
- (8) Oversee jobs and keep records of each event
- (9) Communicate with Publicity Chairman regarding events for advertisement
- (10) Research various fund raising programs available
- (11) Report to Board Members at monthly meetings
- (12) Keep records of event details and contacts
- (13) Provide reports on expenditures and income resulting from fund raising events

(c) **VOLUNTEER CHAIRMAN.** Subject to the provisions of these Bylaws the Volunteer Chairman shall:

- (1) Makes initial contact with and interviews new CARE volunteers
- (2) Provides the orientation of new CARE volunteers
- (3) Matches new volunteers to areas of interest and distributes volunteer names to appropriate Department Chairs with back-up comments and notes
- (4) Generates follow-up on volunteers via telephone
- (5) Participates in evaluating performance of volunteer staff and makes appropriate changes and recommendations
- (6) Makes monthly report to Board of Directors
- (7) Maintains open communication with all volunteers
- (8) Promotes the work of CARE and increases its visibility in the community through new ideas and campaigns to recruit volunteers
- (9) Performs additional duties as assigned

(d) MEMBERSHIP CHAIRMAN. Subject to the provisions of these Bylaws the Membership Chairman shall:

- (1) Track annual membership anniversary dates via the data base
- (2) Send reminder notifications to members with expiring or expired memberships
- (3) Develop ideas and campaigns to improve and recruit new members
- (4) Acknowledge new memberships by sending out thank you receipt/post cards
- (5) Coordinate with Technology Chairman to enter new member names in data base.
- (6) Keep file with copies of member checks, envelope, form, etc.
- (7) Transmit donations to Treasurer along with any pertinent information
- (8) Provide Volunteer Chairman with any volunteer information submitted in conjunction with membership application
- (9) Compile a list of new and renewed membership applications to be presented to the Board of Directors monthly for review
- (10) Compile a list of new adopters to be presented to the Board of Directors monthly for membership consideration
- (11) Plan annual Membership Drives

(e) ADOPTION CHAIRMAN. Subject to the provisions of these Bylaws the Adoption Chairman shall:

- (1) Collect adoption applications and distribute via fax or delivery to the Cat & Dog Evaluation Committees or any successor committee or individual for a consideration
- (2) Oversee all adoptions
- (3) Interview all applicants via telephone or in person
- (4) Provide home inspections for cats in cases where there is a question
- (5) Work with lead Dog Wrangler and/or representatives to do home inspections for dogs
- (6) Coordinate introductions and interactions of dogs with potential adoptive families. This interaction should include any children and other animals in the family's care that will come in contact with the adopted animal. Events that occur during the interactions should be documented for future reference.
- (7) Coordinate animal pick ups or drop offs for adoptions (if animals are at alternate locations)
- (8) Meet prospective adopters at Petsmart (or other designated location) for the purpose of completing required paperwork
- (9) Coordinate the receipt and compellation of veterinary records through CARE vets
- (10) Maintain a current record of animals, adoptions and veterinary records at Petsmart
- (11) Copy and mail necessary records to new adopters
- (12) Keep an extensive record of adoption paperwork, including animal's history,

- adoption applications/questionnaires, contracts, method of payment, or any photographs of each animal and medical history.
- (13) Maintain a current list of requests for Owner Relinquished animals, and transmit to Foster Chair for processing
 - (14) Answer questions from the public about adoptions, referrals, owner relinquishments, or any other animal related questions that come in to the CARE line
 - (15) Maintain an up-to-date list of Avid Chips and related animals and owners.
 - (16) Be responsible for the maintenance, preservation and security of all adoption records, both pending and finalized.
 - (17) Provide input on pending adoptions.
 - (18) Send notifications to applicants that are declined, and/or answer their questions regarding same
 - (19) In case of a disagreement among Adoption Committee members regarding an adoption, the Adoption Coordinator may make a tie breaking decision.
 - (20) Keep a history and track each animal in the CARE adoption system, including follow up calls on adopted animals.
 - (21) Coordinate and document home visits of any potential adoptees per your own concerns, or as directed by the Adoption Committee.
 - (22) Provide guidance and exhibit fairness in all matters related to adoptions.
 - (23) Copy and replenish flyers at various adoption sites.
 - (24) Work closely with Foster Coordinator.

VI.

EMPLOYEES AND STAFF

Section 6.01. Other Employees and Staff. The Board of Directors and Officers may, from time to time, hire other employees and staff who shall serve at the pleasure of the President and the Board of Directors and whose duties, powers, responsibilities, and compensation shall be as determined by the President and Board of Directors.

ARTICLE VII.

CORPORATE RECORDS, REPORTS, AND SEAL AND OTHER MISCELLANEOUS PROVISIONS

Section 7.01. Keeping Records. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its Voting Members, Board of Directors, and committees of the Board of Directors. The Corporation shall also keep a record of its Voting Members giving

their names and addresses and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Section 7.02. Annual Report. The Board of Directors shall cause an annual report to be sent to the Voting Members not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The report shall contain all the information required by Section 6321(a) of the Corporations Code and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall be furnished to the Board of Directors members.

Section 7.03. Annual Statement of Certain Transactions and Indemnifications. The Corporation shall furnish annually to its Voting Members a statement of any transaction or indemnification described in section 6322(d) and (e) of the Corporations Code, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 7.02 of these By-laws.

Section 7.04. Corporate Seal. The Board of Directors shall adopt a Corporate Seal. The Secretary of the Corporation shall have the custody and control of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not however, affect the validity of any instrument.

Section 7.05. 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.

ARTICLE VIII.

CERTIFICATION, INSPECTION AND AMENDMENT OF BY-LAWS

Section 8.01. Inspection and Certification of By-laws. The Corporation shall keep at its principal executive office in California the original or a copy of its By-laws as amended to date, which shall be open to inspection by the Voting Members at all reasonable times during office hours. The original or a copy of the By-laws certified to be a true copy by a person purporting to be the Secretary or an Assistant Secretary of the Corporation is prima facie evidence of the adoption of such By-laws and of the matters stated in them.

Section 8.02. Adoption, Amendment, Repeal of By-laws by Members. These By-laws may, from time to time, and at any time, be amended or repealed only by approval of the Voting Members as that term is defined in Section 5033 of the California Corporations Code, but provided, however, that such By-law may not contain any provision in conflict with law or with the Articles of Incorporation.

Section 8.03. Adoption, Amendment, Repeal of By-laws by the Board of Directors. Subject to the exclusive right of the Voting Members to adopt, amend, or repeal By-laws as provided

hereinabove, these By-laws may, from time to time, and at any time, be amended or repealed, and new or additional By-laws adopted, by approval of a majority of the Board of Directors provided, however, that such By-laws may not contain any provision in conflict with law or with the Articles of Incorporation.

Section 8.04 Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 8.05 Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 8.06 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 Directors may select.

Section 8.07 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

ARTICLE IX.

CONSTRUCTION OF BY-LAWS

Section 9.01. Interpretation and Construction. Unless otherwise stated in these By-laws or unless the context otherwise requires, the definitions contained in the California Corporations Code relating to Public Benefit Corporations shall govern the construction of these By-laws. 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 unless otherwise indicated, the word "Person" includes a Corporation or other entity as well as a natural person.

CERTIFICATE OF SECRETARY

OF

Capistrano Animal Rescue Effort

A California Nonprofit Public Benefit Corporation

I, the undersigned, do hereby certify:

(1) That I am the Secretary of the Capistrano Animal Rescue Effort., a California Public Benefit Corporation;

(2) That the foregoing By-laws, consisting of nine (9) Articles and 17 pages, constitute the By-laws of said Corporation as duly approved by a majority vote of the initial Board of Directors of this Corporation and by its members at a meeting of the Board of Directors and the members thereof held on August _____, 2007 at San Juan Capistrano, California.

In witness whereof, I have hereunto subscribed my name and affixed the seal of the Corporation this _____ day of _____, 2007.

, Secretary