

**BYLAWS  
OF  
THE PET PROJECT MIDWEST**

**ARTICLE I  
THIS CORPORATION IN GENERAL**

Section 1.1. Name. The name of this corporation is The Pet Project Midwest, a nonprofit organization incorporated and existing under the Revised Iowa Nonprofit Corporation Act (the “Act”), Chapter 504 of the Iowa Code, as amended from time to time.

Section 1.2. Purposes. The purposes for which this corporation was formed are as set forth in its articles of incorporation.

Section 1.3. Powers. Except as otherwise provided in the articles of incorporation, this corporation has unlimited power to engage in and to do any lawful act concerning any and all lawful purposes for which this corporation may be organized under the Act. The powers of this corporation include, but are not limited to, the acceptance of contributions in cash, in kind or otherwise from both the public and private sectors.

Section 1.4. Duration. This corporation has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things necessary or convenient to carry out its affairs.

Section 1.5. Restrictions. The assets of this corporation are irrevocably dedicated to the purposes described in its articles of incorporation, and no part of the net earnings of this corporation inures to the benefit of, or is distributable to its Directors, or other private persons, except that this corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its articles of incorporation.

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

Notwithstanding any other provision of these bylaws, this corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

Section 1.6. Fiscal Year. The fiscal year of this corporation begins on January 1 and ends on December 31 of each calendar year, except that the first fiscal year of this corporation begins on the first day of corporate existence of this corporation.

Section 1.7. Members. The corporation shall have no members. It shall be governed exclusively by the Board of Directors.

## **ARTICLE II** **BOARD OF DIRECTORS**

Section 2.1. Composition, Tenure and Qualifications. The total number of Directors on the Board of Directors of the corporation (“Board” or “Directors”) will be set by the Board of Directors at an odd number of no less than five and no more than seven.

Section 2.2. Duties and Powers of Board. The Board exercises all corporate powers and manages all affairs of this corporation. The Board may take any and all actions needed to advance the purposes of this corporation and in accordance with the Act, including, but not limited to, the following:

1. Holding meetings at such times and places as the Board deems necessary;
2. Admitting new directors and suspending or expelling current directors by a vote of the majority of the Board;
3. Appointing committees as described in Article III of these Bylaws;
4. Auditing bills and disbursing funds of the corporation;
5. Printing and circulating documents, publishing articles, and otherwise utilizing the talk and visual media to promote the purposes of the corporation;
6. Corresponding with other associations in a like business; and
7. Employing agents as needed.

Section 2.3. Vacancies. Any vacancy on the Board, including a vacancy resulting from the completion of a Director’s tenure or an increase in the number of Directors, may be filled by the Board by an affirmative ballot vote of a majority of the remaining Directors at a special meeting called for that purpose, even though the number of remaining Directors may be less than a quorum.

Section 2.4. Annual Meeting. There shall be an annual meeting in the month of October of each year for the election of the Board and for receiving annual reports of officers, Directors, and committees, and the transaction of other business.

Section 2.5 Special Meetings. Special meetings of the Board may be called by the president at any time and will be called by the president at the request in writing of at least three Directors. Such request will include the purpose or purposes for the proposed special meeting. The president will fix the date, time, and the place, for holding any special meeting of the board.

Section 2.6. Electronic Meetings. Any or all directors may participate in any meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 2.7. Notice to Directors. Notice of each regular meeting of the Board will be given at least five days prior to the date of the meeting by written notice. Notice of each special meeting of the Board will be given at least 24 hours prior to the meeting by written notice or, if reasonable under the circumstances, by oral notice (including by telephone, voice-mail, or other electronic means). Written notice includes notice by electronic mail or other electronic transmission. Written notice, if in a comprehensible form, is effective at the earliest of: the date the mailed notice or electronic mail is received; five days after its deposit in the United States mail, if mailed postpaid and correctly addressed; or the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. If the date, time, and place of a meeting of the Board have been announced at a previous meeting of the board, no notice is required.

Section 2.8. Waiver of Notice. Any Director may at any time waive notice of any meeting. The waiver will be in writing, signed by the Director entitled to the notice, and filed with the minutes or the corporate records.

A Director's attendance at or participation in any meeting constitutes a waiver of notice of the meeting, unless the Director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Act, the articles, or these bylaws, objects to lack of notice and does not thereafter vote for or assent to the objected-to action.

Section 2.9. Quorum and Voting. A quorum of the Board consists of a majority of the Directors in office immediately before a meeting begins. If less than a majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Each Director is entitled to one vote, and absent Directors will be allowed to vote by proxy in accordance with Section 2.

If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board, unless the act of a greater number of Directors is required by the Act, the articles of incorporation or these bylaws.

Section 2.10 Proxies. Every Director entitled to vote at any meeting thereof may vote by proxy. A proxy shall be in writing and revocable at any time by the Director executing it. Unless the duration of the proxy is specified, it shall be invalid after 11 months from the date of its execution.

Section 2.11. Assent. A Director who is present at a meeting of the Board or a committee of the Board when corporate action is taken is deemed to have assented to the action taken unless one or more of the following occurs: (a) the Director objects at the beginning of the meeting or promptly upon the Director's arrival to holding it or transacting business at the

meeting, (b) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting, or (c) the Director delivers written notice of the Director's dissent or abstention to the chairperson of the meeting before its adjournment or to this corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 2.12. Compensation. Directors will not receive any salaries for their services, but the Board may allow by resolution the reimbursement of reasonable expenses, if any, for a Director's attendance at a meeting of the Board.

Section 2.13. General Standards of Conduct for Directors.

(a) Each Director will discharge the duties of a Director in good faith, in a manner the Director reasonably believes to be in the best interests of this corporation, and with the care that a person in a like position would reasonably believe appropriate under similar circumstances.

(b) In discharging Board or committee duties, a Director who does not have knowledge that makes reliance unwarranted, is entitled to rely on: (i) officers or employees of this corporation whom the Director reasonably believes to be reliable and competent, or the information, opinions, reports or statements provided by such officers or employees; (ii) legal counsel, public accountants, or other persons as to matters within that person's professional or expert competence or matters as to which the particular person merits confidence; or (iii) a committee of the Board of which the Director is not a member, as to matters within its jurisdiction, if the Director reasonably believes the committee merits confidence.

Section 2.14. Director Liability. A Director of this corporation will not be personally liable to the corporation for monetary damages for any action taken, or failure to take any action as a Director, except for liability (a) for the amount of a financial benefit received by a Director to which the Director is not entitled, (b) for intentional infliction of harm on the corporation, (c) for a violation of Iowa Code Section 504.835, or (d) for an intentional violation of criminal law. No amendment to or repeal of this Article will apply to or have any effect on the liability or alleged liability of any Director of this corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If Iowa law is hereafter changed to permit further elimination or limitation of the liability of Directors for monetary damages to a nonprofit corporation, then the liability of a Director of this corporation will be eliminated or limited to the full extent then permitted.

Section 2.15. Resignation and Removal. Any Director may at any time resign by serving written notice to the remaining Directors. Any Director missing three or more consecutive regularly scheduled Board meetings may be removed by a majority vote of the other Directors after they have heard the absent Director's excuses for his or her absences. Any one or more of the Directors may be removed without cause at any time by a vote of two-thirds of the remaining Directors present at a special meeting called for that purpose.

### **ARTICLE III** **COMMITTEES**

Section 3.1. Committees and Committee Membership. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or ad hoc committees. These committees may be made up of persons who are not Directors or officers but who are appointed by the Board to serve. The president will be an ex-officio member of all standing and ad hoc committees except a nominating committee.

Section 3.2. Reports. All committees will maintain written agendas and/or minutes of their meetings, which will be available to the Board, and each committee will report its activities to the Board as necessary.

Section 3.3. Term of Office. Each committee member continues to serve as a committee member until his or her successor is appointed, unless the committee is sooner terminated, or unless such member is removed from such committee, or unless such member ceases to qualify as a member of the committee.

Section 3.4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 3.5. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee constitutes a quorum and the act of a majority of the committee members present at a committee meeting with a quorum present is the act of the committee.

Section 3.6. Rulemaking. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board.

### **ARTICLE IV** **OFFICERS**

Section 4.1. Officers. The officers of this corporation consist of a president, vice president, a secretary, a treasurer and such other officers as may be appointed by the Board from the Directors in accordance with these bylaws. The board may appoint such other officers to have the authority and perform the duties as prescribed by the Board from time to time. Any two or more offices may be held by the same person. An officer of this corporation may also be an employee of this corporation.

Section 4.2. Appointment and Term of Office. The officers of this corporation will be appointed annually by the Board. The president and vice president shall be elected from the Board. New offices may be created and filled at any meeting of the Board. Each officer holds office for one year or until his or her successor is appointed and qualified by the Board.

Section 4.3. President. The president is the chief executive officer of this corporation. The president has general active management of this corporation and presides at all meetings of the Board. The president may sign, with any other proper officer of this corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the board has authorized to be executed, except in cases where the signing and execution of the instrument is expressly delegated by the board or by these bylaws or by statute to some other officer or agent of this corporation. In general, the president performs all duties prescribed by the Board from time to time and serves as a member ex officio, with right to vote, of all committees except the nominating committee.

Section 4.4. Vice President. In the absence or disability of the president to act, the vice president will perform the duties of the president, with all the powers and subject to all the restrictions upon the president, until such time as the president is again able to serve. The vice president will also perform such other duties as from time to time assigned by the president or by the board of Directors.

Section 4.5. Secretary. The secretary will record or cause to be recorded all proceedings of the Board in a book to be kept for that purpose, and certify such proceedings. The secretary will also give or cause to be given notice of all meetings of the board in accordance with the Act and these bylaws. The secretary will be custodian of the corporate records of this corporation. The secretary also performs all other duties as from time to time prescribed by the president or the Board, including keeping records for each of the committees of the corporation.

Section 4.6. Treasurer. The treasurer will (a) keep accurate financial records for this corporation; (b) deposit all monies, drafts and checks in the name of and to the credit of this corporation in such banks and depositories as the Board designates from time to time; (c) endorse for deposit all notes, checks and drafts received by this corporation as ordered by the Board, making proper vouchers therefore; (d) disburse funds and issue checks and drafts in the name of this corporation, as ordered by the Board; (e) render to the Board, whenever requested, a report of the financial condition of this corporation; (f) ensure that an annual audit is conducted by a Certified Public Accountant; and (g) perform such other duties as may be prescribed by the Board or the president from time to time. The Board may at any time require the Treasurer to give to the corporation such security for the faithful discharge of his or her duties as the Board may direct.

Section 4.7. Resignation and Removal of Officers. An officer may resign at any time by delivering notice to this corporation. A resignation is effective when the notice is delivered unless the notice specifies a future effective time. If a resignation is made effective at a future time accepted by the board, the board may fill the vacancy before the effective time if the board provides that the successor does not take office until the effective date. Any officer appointed by the Board may be removed at any time by a majority vote of the Board with or without cause.

Section 4.8. Vacancies. A vacancy in any office resulting from the death, resignation, removal, disqualification or otherwise of an officer may be filled by the Board for the unexpired portion of the term.

Section 4.9. Contract Rights of Officers and Salaries. The appointment of an officer of this corporation does not itself create an employment relationship or any contractual rights between this corporation and the officer. The Board will determine annually any compensation or salaries of the officers.

## **ARTICLE V** **INDEMNIFICATION**

Section 5.1. Indemnification. This corporation will indemnify its officers and Directors for such expenses and liabilities to the fullest extent as required or permitted by the Act or other applicable law, as the same exists or may hereafter be amended. However, there will be no indemnification in relation to matters as to (a) the receipt of a financial benefit to which the person is not entitled, (b) for intentional infliction of harm on the corporation, (c) for a violation of Iowa Code Section 504.835, or (d) for an intentional violation of criminal law.

This corporation may advance expenses to, or may undertake at its expenses, where appropriate, the defense of any Director or officer to the fullest extent as required or permitted by the Act or other applicable law, as the same exists or may hereafter be amended; provided, however, that such Director or officer will repay or reimburse such expense if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

Amounts paid in indemnification of expenses and liabilities may include, but not limited to, attorneys' fees, costs and disbursements, and judgments, fines, and penalties against, and amounts paid in settlement by, such Director or officer.

Section 5.2. Rights Not Exclusive. The rights and authority conferred in this Article will not be exclusive of any other right that any Director or officer may have or hereafter acquire under any applicable law, the articles of incorporation of this corporation, these bylaws, by agreement, vote of disinterested Directors, or otherwise. The right to indemnification conferred in this Article will be a contract right.

## **ARTICLE VI** **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 6.1. Contracts. The Board by resolution may authorize an officer or officers of this corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of this corporation, and such authority may be general or confined to specific instances.

Section 6.2. Checks and Drafts. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of this corporation, will be signed by such officer or officers, agent or agents of this corporation and in such manner as from time to time determined by resolution of the Board. Any amounts over \$100 will require two signatures.

Section 6.3. Deposits. All funds of this corporation will be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board may select.

## **ARTICLE VII** **BOOKS AND RECORDS**

Section 7.1. Record Keeping. This corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board and committees having any of the authority of the Board.

Section 7.2. Inspection by Directors. A Director of this corporation, or his or her agent or attorney, is entitled to inspect and copy the books, records, and documents of this corporation at any reasonable time to the extent reasonably related to the performance of the Director's duties as a Director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to this corporation.

## **ARTICLE VIII** **CORPORATE SEAL**

Section 8.1. This corporation does not have a corporate seal.

## **ARTICLE IX** **WAIVER OF NOTICE**

Section 9.1. Whenever any notice is required to be given under the provisions of the Act, the provisions of the articles of incorporation or the bylaws of this corporation, a written waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be effective to waive such notice.

## **ARTICLE X** **AMENDMENTS TO BYLAWS**

Section 10.1. These bylaws may be amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least ten days' written notice is given of intention to amend or repeal or to adopt new bylaws at such meeting.

Dated this 1st day of October, 2009.

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\_\_\_\_\_, President

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\_\_\_\_\_, Secretary

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