



BYLAWS OF HEAVENLY PAWS OF MICHIGAN

ARTICLE ONE: ORGANIZATION

Section 1: Name: The name of this organization will be “Heavenly Paws of Michigan”, hereafter referred to as HP.

Section 2: Authority to Change Name. The corporation may at any time change its name by a majority vote of the Board of Directors (hereinafter referred to as the Board).

Section 3: Not for Profit Operations: HP will operate on a not for profit basis and will pursue 501(c) (3) status. This organization shall not conduct or operate for profit and no part of any profits or remainder of residue from donations to the group shall endure to the benefit of any members or individuals.

Section 4: Fiscal Year: The fiscal year of this Non-Profit Corporation shall begin on the first day of January of each year and end on the last day of December of each year.

ARTICLE TWO: MISSION AND PURPOSE

Section 1: Mission: To assist those individuals currently in hospice care with the future adoption and placement of their pet into a new home.

Section 2: Purposes:

- (a) To provide financial assistance for canine and feline neutering and spaying.
- (b) To provide monetary and/or non-monetary contributions to those individuals and/or families of those who are currently in hospice care or experiencing an illness that is affecting their ability to provide adequate wellness care for their pet.
- (c) To provide monetary and/or non-monetary contributions to those individuals experiencing financial hardship in the care of their pet.
- (d) To assist those individuals, currently unable to afford their pets due to home foreclosure, in placing their pet in a temporary or permanent home.
- (e) To cooperate with local area animal welfare organizations in canine and feline adoption placement programs, animal assisted activities and general animal welfare.
- (f) To meet the objectives of this organization it shall:

1. Raise money for its operation through appropriate fund raising and donations;
2. Encourage and facilitate proper veterinary care including vaccinations, spaying and neutering.
3. Increase the quality of life for orphaned and potential homeless animals by caring for them and seeking suitable homes.
4. Recruit, organize, and train volunteers to fulfill the mission of HP.
5. Either directly or indirectly, either alone or in conjunction, or in cooperation with others, engage in any lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any and all of the purposes for which the Corporation is organized. To aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of the above such purposes; provided, however, that the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of the organizations set forth in Section 501(c) (3) of the Internal Revenue Code of 1986 and its regulations as the same now exist or as they may hereafter be amended from time to time.

ARTICLE THREE: OFFICERS AND BOARD OF DIRECTORS

Section 1: General Powers. The Board shall be the sole governing body of Heavenly Paws (HP) and shall exercise all the duties necessary to fulfill that responsibility.

Section 2: Number: The number of Directors shall be no fewer than three (3) and no more than seven (7). As such, the number of voting members at all times shall be consistent with that of an odd number of members and shall consist of no less than three (3) voting members.

Section 3: Regular Meetings: HP will have regularly scheduled meetings on the second Tuesday of the month. Meetings may be canceled, rescheduled, or additional meetings called by the President or by simple majority vote of the members present at a regular meeting.

Section 4: Conduct of Meetings: The President will prepare and distribute an agenda for each meeting. All general meetings of the organization and committees shall be conducted pursuant to Robert's Rules of Order, as set forth in the last published revision thereof; however no inadvertent violation of those rules, not raised, shall cause any action to be held invalid. A simple majority of the voting members present will decide a question.

Section 5: Compensation. Officers shall not receive any salary or compensation for any services rendered by them to HP.

Section 6: Code of Conduct: Board members shall not act in a manner inconsistent with their duties to the organization, or in a manner that allows them, by virtue of their position on the board, to obtain either personal or professional advantage for themselves, their family members or close associates.

Section 7: Board of Directors: HP shall operate with a Board of Directors which consists of the following Officers:

President: The President will conduct meetings and be one of three authorized signers on the HP checking account. If the President is unable to conduct a meeting the Vice President will do so. The President will provide overall leadership of HP and delegate additional duties to HP Officers as needed.

Vice President: Shall be one of the authorized signers on the HP checking account. The Vice President shall conduct meetings in the absence of the President.

Secretary: The Secretary will keep and distribute the meeting minutes. The Secretary will also keep track of the number of visits provided, meetings attended, and activity participation by each member.

Treasurer: The Treasurer will monitor and report the status of the HP checking account at each meeting, including income, expenses, and balance. The Treasurer shall be one of three authorized signers on the HP checking account.

Section 8: Resignation: Any Officer may resign at any time, either by oral tender of resignation at any meeting of the Board, or by furnishing written notice to the President of the Board. Any such resignation shall take effect at the time specified therein, or if no such time is specified, upon receipt. Unless the resignation specifies otherwise, acceptance of the resignation shall not be necessary to make it effective.

Section 9: Miscellaneous: The bylaws of the Corporation may be amended, repealed or added to, or new bylaws may be adopted by the vote or written assent of a majority of Directors at a meeting duly called for such purpose.

Section 10: Quorum. The presence of one-third (1/3) of the sitting Board shall constitute a quorum for the transaction of business at any meeting of the Board. The board shall not act without a quorum present.

Section 11: Any action, which may be taken at a meeting of the Board, may be taken without such meeting if consent in writing is obtained from a majority of the members of the Board. In an emergency, such actions may be verbally approved by telephone or email contact with a majority of the members of the Board and ratified at the next regular or special meeting of the Board.

ARTICLE FOUR: COMMITTEES

Section 1: Committees .The President or Board may create and dissolve committees as needed, such as fundraising, fact-finding, search etc. The Board president appoints all committee chairs. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

ARTICLE FIVE: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1: Finances. The President, Vice President and the Treasurer are authorized to establish an HP Checking account at a local financial institution. Checks written on this account will require the Treasurer's signature or the signature of the president or vice president.

Approval to make expenditures from this account will be made by simple majority vote of the members present at any HP meeting.

Section 2: Contracts. The officers and their designees may jointly or individually enter into any contract and execute any instrument, check, draft or other negotiable document as authorized by vote of the board or set out in its policies and procedures.

Section 3: Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

Section 4: Gifts. Any officer, any officer's designee, or any Director may accept on behalf of the corporation any contribution, gift, bequest, or devise for the benefit of the corporation.

Section 5: Grants. Grants for any purpose shall be fully disclosed to any Director, and officers of HP.

Section 6: Distribution of Assets. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the Laws of the State of Michigan.

ARTICLE SIX: BOOKS AND RECORDS

Section 1: Record-Keeping: HP shall keep correct and complete books and records of account; of the minutes of the meetings of the members, the Board, and any committee(s) authorized to act for the Board of Directors. Books and records shall be kept in a manner

consistent with good business practices and in such a manner as set out in the policies and procedures of the board.

ARTICLE SEVEN: AMENDMENTS AND EMERGENCY BYLAWS

Section 1: Disaster. In the event of any emergency caused by enemy action, nuclear disaster or accident, storm, fire, flood, explosion, or other cause, and resulting in the death, disability, or inability to convene or function, of a quorum of the members of the Board of Directors, any one (1) or more of the remaining directors shall have the power to act in place and stead of such quorum, and to take such action she/he may judge necessary to carry on the functions of the Board during the period of emergency. Such action may include the appointment of new directors, who shall serve and hold office until the next annual meeting, or until a special meeting called with proper notice to members for the election of Directors. During the emergency, all other requirements of these Bylaws and place of directors' meetings shall be waived.

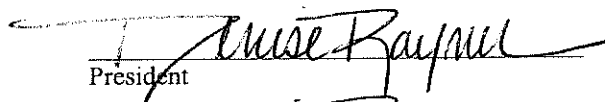
Section 2: Assumption of Duties. During the emergency, the duties and functions of any officer of the corporation who has been killed or incapacitated shall be assumed by the officer next in rank, in the following order: President, Vice President, Secretary, and Treasurer. New officers may be selected, or the accession officers may be ratified, at the next regular meeting of the Board of Directors, or at a special meeting called for that purpose.

Section 3: Amendments of Bylaws. These Bylaws may be amended when necessary by a majority vote of the Board.

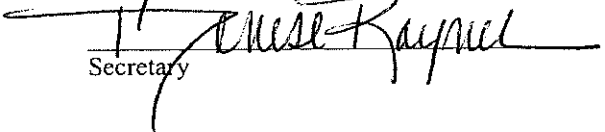
Signature Section

By-Laws
For
Heavenly Paws of Michigan

Accepted this 25 day of March, 2009:

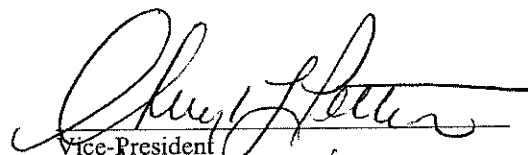


President

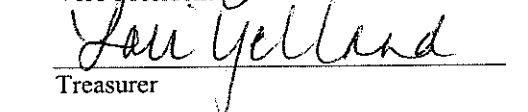


Secretary

Board Member



Vice-President



Treasurer

Board Member