

BYLAWS

Of the
Central California SPCA
As Revised and Adopted
October 27, 1993
And Amended
May 8th, 2007

Under Article VII
Treasurer
Section 1, Duties

The following amendment has been approved by the Board of Directors at a Regular Called Meeting on May 8th, 2007 to acknowledge the current efficiency needs of Administration through the Executive Director.

This Amendment is approved to authorize a single signer on all checks not exceeding an amount set from time to time by the Board of Directors. Any and all signatures authorized to sign checks of all accounts to be approved by the Board of Directors at a Regularly Called Meeting of the Board of Directors. Such authorizations are to be recorded in the minutes of the Regularly Called Meeting at the beginning of each fiscal year.

This amendment is authorized in accordance with the BYLAWS. Article XII:\ Amendments.
This admendment does not materially and or adversely effect the rights of the members as to voting or transfer, or as prohibited by law.

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BYLAWS

of the
Central California SPCA
As Revised and Adopted
October 27, 1993

ARTICLE I

NAME

Section 1. Organization Name, The name of this organization, which is a nonprofit corporation, organized and existing under the laws of the State of California, is California SPCA, a California Nonprofit Corporation.

Section 2. Purposes of the Society, The objects of this Society are: To avail- itself of the provisions of Part 2 (Nonprofit Public Benefit Corporations, Section 5110 et 6eq.) and Part 9 (Society for the Prevention of cruelty to Animals, Section 10400, et seq.) of Division 2 of Title 1 of the Corporations Code of the State of California, relating to Societies for the Prevention of Cruelty to Animals, and all acts in conformity therewith, and to provide ways and means for the enforcement of said provisions and other laws of this State pertaining to the subject of cruelty to animals; and to labor in the education of a public sentiment of humanity and gentleness toward domestic and other animals. This Society may also manage an animal pound in cooperation with the City of Fresno and/or County of Fresno and engage in such other activities as are permitted by its corporation charter.

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ARTICLE II
MEMBERSHIP AND DUES

Section 1. Membership.

The membership of this corporation, hereinafter referred to as the "Society" shall consist of such persons and corporations as shall be elected to membership by a resolution duly passed by the Board of Directors.

Every application for membership shall be accompanied by one year's dues in advance.

Section 2. Classification of Memberships.

The Society shall have the following classes of members:

ASSOCIATE MEMBERS: Each of whom shall pay each year in advance annual dues of not less than five (5) Dollars but less than Ten (10) Dollars.

ACTIVE MEMBERS; Each of whom shall pay each year in advance annual dues of not less than Ten (10) Dollars but less than Fifteen (15) Dollars.

CONTRIBUTING MEMBERS: Each of whom shall pay each year in advance annual dues of not less than Fifteen (15) Dollars but less than Twenty-Five (25) Dollars.

SUSTAINING MEMBERS: Each of whom shall pay each year in advance dues of not less than Twenty-Five (25) Dollars but less than One Hundred (100) Dollars.

LIFE MEMBERS: Each of whom shall have paid in advance for such for such membership the sum of One Hundred (100)

1 Dollars but less than One Thousand (1,000.00) Dollars.

2 **PATRONS:** The Board of Directors may elect as Patrons,
3 persons who have contributed to the Society One Thousand
4 (1,000.00) to Ten Thousand (10,000.00) Dollars in cash, or
5 its equivalent.

6 **BENEFACTORS:** The Board of Directors may elect as
7 Benefactors, persons who have contributed to the Society
8 more than Ten Thousand (10,000.00) Dollars in cash, or its
9 equivalent.

10 **HONORARY LIFE MEMBERS:** The Board of Directors may at
11 any regular meeting elect to Honorary Life Membership
12 persons who have rendered distinguished service to the
13 Society.

14 **MERIT AWARDS:** The Board of Directors may elect at any
15 time to present to persons rendering out-standing acts of
16 kindness toward animals, an Award of Merit.

17 **JUNIOR MEMBERS:** All children under 16 years of age,
18 contributing One Dollar per year or more to the Society,
19 shall be designated and carried on the books as Junior
20 Members.

21 Only Associate Members, Active Members, Contributing
22 Members, Sustaining Members and Junior Members shall be
23 obligated to pay annual dues to the Society which shall be
24 paid at such time or times as may be fixed by the Board of
25 Directors. Any such member six (6) months in arrears in
26 the payment of annual dues shall ipso facto cease to be a

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1 member, and shall be dropped from the membership roll of
2 the Society but may upon payment of dues within the
3 succeeding six (6) months be reinstated to the same class
4 of membership as previously held without election by the
5 Board of Directors.

6 Any reference to the term "Senior Members" hereafter
7 in these Bylaws shall be deemed to include all classes of
8 membership, except Associate Members and Junior Members.

9 **Section 3. Rights and Obligations of Members.**

10 The privilege of voting shall belong to all Senior
11 Members in good standing. Every such Senior Member shall
12 be entitled to one vote.

13 Memberships cannot be transferred. No member shall
14 have any property rights in any property owned by the
15 Central California SPCA and in the event of the
16 dissolution of the Central California SPCA all real and
17 personal property belonging to the Central California SPCA
18 shall go to any organization in Fresno County succeeding
19 the Central California SPCA and its activities, and if
20 none shall exist, then all property of whatever kind and
21 description belonging to the Central California SPCA shall
22 become the property of the State Humane Association of
23 California. Membership's « shall be nonassessable. A
24 member of the Society shall not, solely because of such
25 membership be personally liable for the debts, obligations
26 or liabilities of the Society.

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section 4. Persons Not Eligible for Membership:

a) A person is ineligible for membership and for office as an officer or director of the Society if such person has within a period of ten (10) years immediately prior to the event (application or nomination) giving rise to the question of eligibility, engaged in any conduct:

1) which conduct such person either intends to, knows, or reasonably should know, would have a tendency to further or advance any interest, purpose or objective which is in conflict or inconsistent with the interests, purposes or objectives of the Society; or

2) which conduct has a tendency to reflect the Society, its actions, its officers, employees, directors or members, in a false or misleading light to the membership of the Society, any regulatory or governmental body or entity, the general public or any segment thereof; or

3) which is done with the intent to cause any harm or injury to the Society, its reputation and programs, or with the intent to deceive, defraud or mislead the Society, its officers, agents, employees, or Directors; or

4) which is done with the intent to delay, defeat, frustrate, hinder or disrupt the programs, functions and activities of the Society, or its contractual or other beneficial relationship with any other person, group or entity; or

5) which is done with the intent to coerce, compel or

1 obtain any monetary or personal gain, benefit or advantage
2 from the Society to which such person is not lawfully
3 entitled; or

4 6) which is done to incite, encourage or promote any
5 person or entity to engage in any conduct described in
6 subsection (a) (1) through (6) of this Section 4.

7 b) A member who engages in any of the conduct
8 described in subsections (a) (1) through (5) inclusive of
9 this Section 4, has engaged in "conduct unbecoming a
10 member" and shall not be considered a member "in good
11 standing" for purposes of these Bylaws.

12 **ARTICLE III**

13 **BOARD OF DIRECTORS**

14 **Section 1. Duties and Compensation.** The corporate
15 powers, business and property of this Society shall be
16 exercised, conducted and controlled by a Board of
17 Directors (hereinafter referred to as the "Board"). They
18 shall make and establish, from time to time, all rules and
19 orders for the government of the officers of the Society
20 not inconsistent with the laws of the State, or Bylaws of
21 the Society, and shall keep complete records of their
22 proceedings. No member of the Board of Directors shall
23 receive any salary or pecuniary compensation for his
24 services.

25 **Section 2. Qualifications.** No persons shall be
26 elected or appointed a director unless he or she has been
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1 a Senior Member in good standing of this Society for a
2 minimum of five (5) consecutive years immediately
3 preceding such election or appointment.

4 **Section 3. Number and Term of Office.** The Board of
5 Directors shall consist of nine (9) members. The Directors
6 shall be elected by written ballot as provided in Article
7 IX of these Bylaws. Members of the Board of Directors
8 shall serve for Three (3) years, but shall be limited to
9 two (2) consecutive terms and may again be elected after a
10 period of one (1) year after expiration of the second
11 term. Their term shall begin immediately after the
12 election. Their terms of office shall be arranged so that
13 the terms of three (3) Directors shall expire each year.

14 **Section 4. Appointment of Executive Director and**
15 **Officers.** After due consideration of recommendation by the
16 proper committee or committees, the Board shall, from time
17 to time, as is necessary, appoint an Executive Director of
18 the Society's Animal Shelter, with such powers, duties,
19 privileges and compensations as they may determine. The
20 Executive Director shall be a non-voting member of the
21 Board of Directors. They may district the City of Fresno
22 and the County of Fresno for the purpose of better
23 carrying out the objectives of the Society, and shall
24 appoint district and local officers, therefore, in
25 pursuance of the law for the more effectual prevention of
26 cruelty to animals, hereinbefore mentioned, and may at
27 pleasure, revoke all such appointments and make others in

1 their stead.

2 **Section 5. Vacancy of Officer.** The Board shall have
3 the power to fill, for the unexpired term, any vacancy
4 that may occur from the death, incapacity, resignation or
5 removal of any officer of the Society.

6 **Section 6. Vacancy of Director.** The Board of
7 Directors shall have the power to fill for the balance of
8 the term for which they were elected, any vacancy which
9 may occur in their own body, except vacancies caused by
10 the removal of a Director pursuant to the provisions of
11 Sections 5221 (except as provided in Section 7 of this
12 Article III), 5222, and 5223 of the Corporations Code of
13 the State of California. Except as provided in Section 7
14 of This Article III, a vacancy occurring in the Board
15 caused by removal or which is not filled by the Board
16 shall be filled by the membership by written ballot as
17 provided in Article X.

18 **Section 7. Meetings.** The Board of Directors shall
19 hold monthly meetings for the transaction of business, and
20 may hold special meetings as provided in Article X of
21 these Bylaws. Five (5) directors shall constitute a quorum
22 for the transaction of any and all business. Any officer
23 or director who fails to attend three (3) consecutive
24 meetings of the Board of Directors, without known cause,
25 shall be notified by the Secretary, and unless valid and
26 satisfactory reasons for said are given in writing to the
27 Secretary to be passed upon by the Board of Directors (in

1 compliance with Section 8 of this Article III), the office
2 shall be declared vacant and the vacancy shall be filled
3 by the remaining members of the Board of Directors.

4 **Section 8. Board Termination of Membership.** The Board
5 of Directors, by a vote of two-thirds (2/3) of the whole
6 number of Directors, may terminate the membership in the
7 Society of any member guilty of acts or conduct, in the
8 judgment of said number of Directors, unbecoming a member
9 of this organization, which act or conduct shall have been
10 proven to the satisfaction of said number of Directors at
11 a hearing before them following not less than fifteen (15)
12 days prior written notice of the charges, time and place
13 of said hearing having been given by the Secretary to the
14 member charged, by first class or registered mail to the
15 address shown on the membership roll or personal service.
16 Acts or conduct unbecoming a member shall include but
17 shall not be limited to conduct which would render one
18 ineligible to be a member. The hearing shall be conducted
19 at 103 South Hughes, Fresno, California, or such other
20 place as shall be provided in said notice. The hearing
21 shall be conducted not less than five (5) days prior to
22 the effective date of termination stated in the notice.
23 The Board shall conduct the hearing in good faith and in a
24 fair and reasonable manner and shall require:

25 (a) that all charges against the subject member be
26 read;

27 (b) that the charges be proved by testimony or other
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1 proof found reliable by the Board;

2 (c) that the subject member have the opportunity to
3 be present and hear the testimony of witnesses and
4 presentation of other proof;

5 (d) that the subject member be permitted to cross-
6 examine each witness following the testimony of that
7 witness;

8 (e) that the subject member be permitted to make a
9 statement in his or her own behalf;

10 (f) that the subject member be permitted to call
11 witnesses or present other proof in his or her own behalf;

12 (g) that each member of the Board be permitted to
13 question each witness after the subject member is afforded
14 an opportunity to examine or cross-examine each witness;

15 (h) that after all proof and statements are presented
16 the Board shall close the hearing, deliberate and render
17 its decision. The deliberations of the Board shall be in
18 private, if a majority of the Board present so elects. The
19 Board's decision may be announced at the hearing or may be
20 given to the subject member by personal service or first
21 class or registered mail. The Board may continue its
22 deliberations from time to time to another date and time
23 before rendering its decision. The decision of the Board
24 shall be final.

25 **Section 9. Limitation on Incurring Debt.** The Board of
26 Directors shall not incur a total indebtedness in the name
27 of the Society to exceed Five Thousand (\$5,000.00) Dollars

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at any time unless a greater sum be authorized by a resolution adopted by a two-thirds (2/3) vote of the Senior Members present in person at a regular meeting of the Senior Members or at a special meeting of the Senior Members, called for that purpose. The foregoing action may be taken by the Senior Members by written ballot by mail without a meeting in accordance with the provisions of Section 6 of Article X. The Secretary's notice of such a regular or special meeting to the Senior Members, as provided in Article X hereof, shall quote the text of such proposed resolution for incurring debt, together with the reasons advanced thereof.

ARTICLE IV
OFFICERS

Section 1. Authorized Officers/Appointment. The executive officers of the Society shall be Executive Director, President, Vice President, Secretary, Treasurer, and may include an Assistant Secretary and Assistant Treasurer, which officers shall be elected annually by the Board of Directors at their first meeting immediately following the Regular Winter Meeting of Senior Members and shall hold office at the pleasure of the Board of Directors. No officer shall receive any compensation for his or her services as such. The same person may be both Secretary and Treasurer. The person who is Assistant Secretary may also be Assistant Treasurer.

1 effectuate the purpose and objective of the association.
2 At every meeting of the Senior Members at which an
3 election is held, he or she shall appoint such inspector
4 or inspectors of election as he or she shall deem
5 advisable, in accordance with law.

6 **Section 4. Reports.** He or she shall submit a written
7 report to the Senior Members at their Regular Winter
8 Meeting or at such other times and from time to time as
9 the Directors shall direct, giving a summary of the
10 activities and conditions of the Society for the prior
11 year or other applicable period.

12 **Section 5. Call of Special Meetings.** He or she shall
13 call the Directors together whenever he or she deems it
14 necessary, and shall have, subject to the advice and
15 supervision of the Directors, direction of the affairs of
16 the Society, and generally shall discharge such other
17 duties as may be required of him or her by the By-Laws of
18 this Society, or the laws of the State of California.

19 **Section 6 . Succession of Duties.** If at any time the
20 President shall be absent or unable to act, the Vice
21 President shall take his or her place and perform his or
22 her duties; and if the Vice President for any cause shall
23 be unable to act, the Directors shall appoint some other
24 member of the Board to do so, in whom shall be vested, for
25 the time being, all the duties and functions of the
26 President.
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1 alphabetically by classes.

2 **Section 6. Roll of Voting Members.** He or she shall
3 prepare a list of the Senior Members of the Society in
4 good standing entitled to vote, and hand the same to the
5 tellers before the opening of the polls at each election
6 not held by mail.

7 **Section 7. Use of Seal.** He or she shall officially
8 sign and affix the corporate seal to all diplomas and
9 other instruments and documents authorized by the Society
10 or the Board of Directors.

11 **Section 8. Records.** He or she shall have charge of
12 the corporate seal, records and general archives of the
13 Society, except so far as by order of the Board of
14 Directors they may be expressly placed in the charge of
15 others.

16 **Section 9. Certification.** He or she shall certify all
17 acts and proceedings of the Society.

18 **Section 10. Vacancy Notification.** He or she shall
19 notify the Board of Directors of the death, resignation or
20 removal of any officer or member of the Society.

21 **Section 11. Inspection of Bylaws.** He or she shall
22 make available to any member of the Society, so requesting
23 a true copy of these Bylaws.

24 **Section 12. Director of Board.** He or she shall
25 perform such other duties as may from time to time be
26 requested of him or her by the Board of Directors.

27 **Section 13. Succession of Duties.** When the Secretary
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1 is absent or unable to act, the Assistant Secretary shall
2 take his or her place and perform his or her duties.

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4 **ARTICLE VII**

5 **TREASURER**

6 **Section 1. Duties.** The Treasurer shall have charge of
7 and safely keep all funds and securities of the Society
8 and shall disburse the funds under the direction of the
9 Board of Directors, on checks signed by any two of the
10 following persons: President, Treasurer or Executive
11 Director.

12 **Section 2. Account and Reports.** Before the Regular
13 Winter Meeting of the Society he or she shall submit to
14 the Board of Directors an account of an Accountant who is
15 not an officer or director of this Society, and is
16 appointed by the Board of Directors. He or she shall
17 submit said account with his or her general report to the
18 Society at said Regular Winter Meeting, provided that such
19 report may be submitted to the Society at such other times
20 and from time to time and in such manner as the Board may
21 direct.

22 **Section 3. Inspection of Records.** He or she shall
23 produce before the Board of Directors all papers and books
24 of account and other evidence of receipts and
25 disbursements, whenever, he or she may be so requested by
26 the Board.

27 **Section 4. Succession of Duties.** When the Treasurer
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1 is absent or unable to act, the Assistant Treasurer shall
2 take his or her place and perform his or her duties.

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4 **ARTICLE VIII**

5 **HUMANE OFFICERS**

6 **Section 1. Appointment.** There shall be appointed from
7 time to time by resolution of the Board of Directors,
8 subject to the provisions of Section 607f of the Civil
9 Code of the State of California, such Humane Officer or
10 Officers as in the opinion of the Board of Directors, the
11 exigencies of the service may require.

12 **Section 2. Duties.** All such Humane Officers after
13 their appointment and qualification shall have such power
14 and duties as are conferred upon them by the laws of the
15 State of California, or designated by the Board of
16 Directors.

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18 **ARTICLE IX**

19 **NOMINATION OF CANDIDATES FOR DIRECTOR**

20 **Section 1. Nominating Committee.** The President, at
21 least 30 days before the Nomination Closing Date shall
22 designate at least five (5) Senior Members of the Society
23 to be a Nominating Committee whose duty it shall be to
24 nominate candidates for the Board of Directors. The
25 Nomination Closing Date shall be the first Tuesday of
26 November of each year provided that the Board of Directors
27 may extend the Nominations Closing Date to a later date in
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1 November. If the Nominations Closing Date is extended
2 notice of such shall be given to all Senior Members by
3 mail. The Nominating Committee shall report its
4 nominations in writing to the Secretary of the Society at
5 least 10 days prior to the Nomination Closing Date and the
6 Secretary shall after certification of their
7 qualifications by the Board (as provided in Section 7 of
8 Article X) include such list of the nominees in the
9 written ballot to be distributed by mail or in the notice
10 of the Regular Winter Meeting (which ever is applicable)
11 addressed to each Senior Member of the Society.

12 **Section 2. Nomination by Members.** Any Senior Member
13 whose name does not appear on the list selected by the
14 Nominating Committee and who holds the qualifications to
15 hold the office of Director as provided in Section 2 of
16 Article III of these Bylaws and who is not ineligible to
17 hold the office of Director pursuant to Section 4, of
18 Article II of these Bylaws, may be nominated if his or her
19 name, endorsed in writing by at least five (5) other
20 Senior Members in good standing shall be filed with the
21 Secretary of the Society on/or before the Nominations
22 Closing Date. Nominations received by the Secretary
23 subsequent to the Nominations Closing Date shall not be
24 placed upon the written ballot or notice of the Regular
25 Winter Meeting. If eligible names other than those
26 submitted by the nominating committee are filed with the
27 Secretary in conformance with this Section of the Bylaws,
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1 and the qualifications of such members are certified by
2 the Board (as provided in Section 7 of Article X), then it
3 shall be the duty of the Secretary to add such names to
4 the written ballot to be distributed by mail or to the
5 notice of the Regular Winter Meeting.

6 **Section 3. Notification of Endorsements.** The written
7 ballot (or notice of Regular Winter Meeting, if elections
8 are not held by mail) shall contain a statement of whether
9 the candidate was nominated by the Nominating Committee or
10 by members of the Society.

11 **ARTICLE X**

12 **MEETINGS**

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14 **Section 1. Members Regular Meetings.** Regular meetings
15 of the Senior Members of the Society shall be held on the
16 Second Tuesday of January of each year (herein referred to
17 as "Regular Winter Meeting") at a time and place in the
18 City or County of Fresno to be designated by the President
19 or Board of Directors. The Board of Directors may extend
20 the date of any Regular Winter Meeting to a date later in
21 January. If the Regular Winter Meeting date is extended
22 notice of such extension shall be given to all Senior
23 Members by mail. Notice of such regular meetings shall be
24 mailed by the Secretary at least ten (10) days prior to
25 such meeting to the address of each Senior Member as shown
26 by the Membership roll of the Society.

27 **Section 2. Election of Directors/Reports.** At the

1 Regular Winter Meeting of each year the election of
2 Directors shall be held by written ballot unless such
3 election is held earlier by written ballot by mail as
4 provided in Section 6 of Article X of these Bylaws. Every
5 Senior Member of the Society in good standing and not in
6 arrears for dues shall be entitled to vote at said
7 election. Annual reports shall be presented at said
8 meeting by the President, Secretary and Treasurer and
9 Chief Humane Officers covering the respective activities
10 of their office for the preceding fiscal year provided
11 that in the discretion of the Board such reports may be
12 made at such other times and in such other manner as the
13 Board may direct.

14 **Section 3. Members Special Meetings.** Special meetings
15 of the Senior Members of the Society may be called at any
16 time by the President, or in his absence the Vice
17 President, or in the absence of both the President and
18 Vice President, by the Secretary.

19 **a. Call by Members.** On the written petition of not
20 less than five (5) percent of the Senior Members of the
21 Society delivered to any one of the foregoing officers (in
22 order named), such officer shall call a special meeting of
23 the Senior Members.

24 **b. Notice.** The Secretary shall mail a ten (10) day
25 prior written notice to the address of each Senior Member
26 as shown by the membership roll of the Society, when a
27 special meeting is called pursuant to this Section 3. The
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1 notice of special meeting shall clearly set forth the
2 object of the special meeting. Such service of notice
3 shall be entered in the minutes of the Society and upon
4 being read and approved at a subsequent meeting of the
5 Senior Members the said minutes shall be conclusive upon
6 the question of service of such notice.

7 **Section 4. Board Regular Meetings.** The regular
8 monthly meeting of the Board of Directors shall be held
9 upon a day, at an hour and at such place as may be named
10 by the President and approved by the Board of Directors.
11 Notice of such regular meetings of the Board shall be
12 given to each Director by the Secretary at least twenty-
13 four (24) hours prior to such meeting.

14 **Section 5. Board Special Meetings.** Special meetings
15 of the Board of Directors may be held on the written call
16 of the President or upon the written request of a majority
17 of the Board, unless written notice is waived. Notice of
18 such special meeting stating the purpose of such meeting,
19 shall be given by the Secretary, at least twenty-four (24)
20 hours prior to such meeting. Such service of notice shall
21 be entered in the minutes and upon being read and approved
22 at a subsequent meeting of the Board of Directors the said
23 minutes shall be conclusive upon the question of service
24 of such notice

25 **Section 6. Written Ballot by Mail.** Any action which
26 may be taken at any regular or special meeting of the
27 members may be taken without a meeting. If an action is

1 taken without a meeting the Society shall distribute by
2 mail a written ballot to every member entitled to vote on
3 the matter. The ballot shall set forth the proposed
4 action, provide an opportunity to specify an approval or
5 disapproval of any proposal, and provide a reasonable time
6 within which to return the ballot to the Secretary of the
7 Society. Approval by written ballot shall be valid only
8 when the number of votes cast by ballot within the time
9 period specified equals or exceeds the quorum required to
10 be present at a meeting authorizing the action, and the
11 number of approvals equals or exceeds the numbers of votes
12 that would be required to approve at a meeting at which
13 the total number of votes cast was the same as the number
14 of the votes cast by ballot. If the requirement of a
15 quorum is satisfied, the affirmative vote of a simple
16 majority of the members entitled to and casting a vote on
17 the matter whether by mail or otherwise, is sufficient to
18 approve the matter, including but not limited to the
19 election of Directors, unless a greater number is required
20 by an express provision of these Bylaws or otherwise
21 required by law. Directors may be elected by written
22 ballot as herein provided. If the action is to be taken by
23 mail, then ballots shall be solicited by the Secretary in
24 a manner consistent with the requirements of giving notice
25 of members meetings as set forth in these Bylaws. All such
26 solicitations shall indicate the number of responses
27 needed to meet the quorum requirement and with respect to

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ballots other than for the election of Directors shall state the percentage of approvals necessary to pass the measure submitted. These solicitations shall specify the date by which the ballot must be received by the Secretary in order to be counted. The form of written ballots distributed shall afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time that the written ballot is distributed, to be acted upon by such written ballot. The form shall also provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote must be cast in accordance therewith. In any election of Directors, any form of written ballot in which the Directors to be voted on are named therein as candidates and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, shall not be voted either for or against the election of a Director. Ballots for the election of Directors shall comply with the requirements of Article IX. A written ballot may not be revoked.

Section 7. Certification of Qualifications. Prior to the printing and distribution of written ballots for the election of one or more Directors the Secretary of the corporation shall certify to the Board of Directors the

1 list of nominees set forth in the report of nominations
2 from the nominating committee and a list of nominees
3 nominated by members in accordance with the provisions of
4 Article IX.

5 The Board shall then review the qualifications for
6 office of Director of each nominee and shall certify to
7 the Secretary of the Corporation the names of those
8 nominees which are eligible (pursuant to Section 4 of
9 Article II) and qualified (pursuant to Section 2 of
10 Article III) for the office of Director in accordance with
11 these Bylaws. The name of a nominee for the office of
12 director shall not be placed on the written ballot nor the
13 notice of Regular Winter Meeting, unless such nominee is
14 certified by the Board of Directors as qualified and
15 eligible for the office of director pursuant to the
16 provisions of these Bylaws.

17 **ARTICLE XI**

18 **QUORUM**

19 Twenty (20) Senior Members shall constitute a quorum
20 at any meeting of the Senior Members of the Society,
21 unless otherwise provided by law. An election of Directors
22 of the Society at the Regular Winter Meeting so
23 constituted shall be as valid as if there had been a
24 majority of Senior Members present thereafter and voting.
25 Representation by proxy is prohibited. No cumulative
26 voting shall be permitted.
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ARTICLE XII

AMENDMENTS

These Bylaws may be amended by the majority votes at any regular or special meeting of the Senior Members of the Society duly called at which a quorum is present, except as prohibited by law. These Bylaws may be amended by the majority vote of the Board of Directors at a regular or special meeting duly called at which a quorum is present, unless the amendment would materially and adversely affect the rights of the members as to voting or transfer, or as prohibited by law.

CERTIFICATE OF SECRETARY

OF THE

CENTRAL CALIFORNIA SPCA,

A California Nonprofit Corporation

I hereby certify that I am the duly elected and acting Secretary of said corporation and that the foregoing Bylaws, comprising 25 pages, including this page, constitute the Bylaws of said corporation as duly adopted and amended at a meeting of the Senior Members of the Society held on October 27, 1993.

Dated: October 27, 1993.

Secretary