SECOND AMENDMENT TO
BYLAWS OF
THE CENTRAL CALIFORNIA SOCIETY FOR THE PREVENTION OF CRUELTY TO
ANIMALS AND FRESNO COUNTY HUMANE SOCIETY, INC.

A California Nonprofit Public Benefit Corporation

On November 17, 2015, the following amendment (the "Second Amendment") was made to the Bylaws (the "Bylaws") of The Central California Society for the Prevention of Cruelty to Animals and Fresno County Humane Society, Inc. (the "Corporation"). These amendments were approved by a vote of the Senior Members by written ballot. The Bylaws were originally Revised and Adopted on October 27, 1993, and previously amended on May 8th, 2007.

1. Section 2 of Article II of the Bylaws is amended and restated to provide as follows:

Section 2. Classification of Memberships.

There is hereby established two classes of Members of the Society, namely Sustaining Members and Life Members. All other prior classifications of Membership are abolished. All Life Members existing on the effective date of this Second Amendment shall retain full rights and privileges of that Member status.

The annual dues payable for a Sustaining Member shall be established by Resolution of the Board. Life Members shall pay a one-time contribution, in an amount as shall be established by Resolution of the Board, and, notwithstanding Section 1 of Article II, shall no obligation for payment of annual dues.

All references in these Bylaws to Senior Members shall mean then current Sustaining Members and Life Members.

Section 2.5 Contributors and Honorees.

The Board may establish different classes of contributors and grant them such privileges, as the Board shall from time to time determine. The Board may refuse any contribution.

The Board may also provide honorary memberships and other merit awards as it may establish from time to time and grant them such privileges, as the Board shall from time to time determine.

Notwithstanding the foregoing, no contributor, honorary member or merit award recipient shall have rights or status as a Senior Member unless such status is obtained pursuant to Section 2 of Article II, regardless of whether the term "member" or "membership" is associated with the recognition provided to such contributor, honorary member, or merit award recipient.

2. The first sentence of Section 7 of Article III of the Bylaws is amended and restated to provide as follows:
The Board of Directors shall hold regular meetings for the transaction of business with such frequency as may be established by periodic resolutions of the Board, but in no event less frequently than once each calendar quarter. The Board may further hold special meetings as provided in Article X of these Bylaws.

3. The Second Sentence of Section 1 of Article IX of the Bylaws is amended and restated as follows:

The Nomination Closing Date shall be the first Tuesday of May of each year provided that the Board of Directors may extend the Nominations Closing Date to a later date in May.

4. The Section 1 of Article X of the Bylaws is amended and restated as follows:

The annual meeting of Senior Members will be held each year on a date and at a time designated by the Board of Directors (referred to herein as the "Annual Meeting"). The date so designated will be within three (3) months after the end of the Society's fiscal year. Notice of Annual Meetings shall be mailed by the Secretary at least ten (10) days prior to such meeting to the address of each Senior Member as shown by the Membership roll of the Society.

All references in these Bylaws to the "Regular Winter Meeting" shall mean the Annual Meeting.

I certify that I am the duly elected and acting Secretary of The Central California Society for the Prevention of Cruelty to Animals and Fresno County Humane Society, Inc., a California nonprofit public benefit corporation; that the forgoing amendments to the Bylaws were approved and adopted by the Senior Members by written ballot.

Executed on November 17, 2015, at Fresno, California.

[Signature]
Barbara Roe, Secretary
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 amendment does not materially and or adversely effect the rights of the members as to voting or transfer, or as prohibited by law.
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. **Purpose 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 seq.) 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.
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)
Dollars but less than One Thousand (1,000.00) Dollars.

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

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

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

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

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

Only Associate Members, Active Members, Contributing Members, Sustaining Members and Junior Members shall be obligated to pay annual dues to the Society which shall be paid at such time or times as may be fixed by the Board of Directors. Any such member six (6) months in arrears in the payment of annual dues shall ipso facto cease to be a
member, and shall be dropped from the membership roll of the Society but may upon payment of dues within the succeeding six (6) months be reinstated to the same class of membership as previously held without election by the Board of Directors.

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

Section 3. Rights and Obligations of Members.

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

Memberships cannot be transferred. No member shall have any property rights in any property owned by the Central California SPCA and in the event of the dissolution of the Central California SPCA all real and personal property belonging to the Central California SPCA shall go to any organization in Fresno County succeeding the Central California SPCA and its activities, and if none shall exist, then all property of whatever kind and description belonging to the Central California SPCA shall become the property of the State Humane Association of California. Membership's « shall be nonassessable. A member of the Society shall not, solely because of such membership be personally liable for the debts, obligations or liabilities of the Society.
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
obtain any monetary or personal gain, benefit or advantage from the Society to which such person is not lawfully entitled; or

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

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

ARTICLE III

BOARD OF DIRECTORS

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

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

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

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

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

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

Section 7. Meetings. The Board of Directors shall hold monthly meetings for the transaction of business, and may hold special meetings as provided in Article X of these Bylaws. Five (5) directors shall constitute a quorum for the transaction of any and all business. Any officer or director who fails to attend three (3) consecutive meetings of the Board of Directors, without known cause, shall be notified by the Secretary, and unless valid and satisfactory reasons for said are given in writing to the Secretary to be passed upon by the Board of Directors (in
compliance with Section 8 of this Article III), the office shall be declared vacant and the vacancy shall be filled by the remaining members of the Board of Directors.

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

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

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

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

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

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

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

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

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

Section 9. Limitation on Incurring Debt. The Board of Directors shall not incur a total indebtedness in the name of the Society to exceed Five Thousand ($5,000.00) Dollars
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.
Section 2. **Bonds.** All officers or other persons having access to or custody of the funds of the Society shall be bonded to an amount adequate for the protection of the Society. The bond shall be of such form and amount as may be determined and set by the Board of Directors. The cost of such bonds shall be borne by the Society.

**ARTICLE V**

**PRESIDENT**

Section 1. **Qualification/Term.** Only members of the Board of Directors shall be eligible to hold the offices of President and Vice President. The terms of office for the President and Vice President shall be limited to two consecutive years, but after a period of one (1) year, a former President or Vice President may again be elected to office.

Section 2. **Duties.** The President shall preside over all meetings of the Senior Members and of the Directors. He or she shall sign, as President, all certificates, contracts and other instruments of writing which have been first approved by the Board of Directors, and shall sign all checks drawn upon the Treasury which have been ordered by the Board.

Section 3. **Appointments.** He or she shall appoint, subject to approval of the Board of Directors, such committees of the Board of Directors, or of the membership, as he or she shall deem advisable to
effectuate the purpose and objective of the association. At every meeting of the Senior Members at which an election is held, he or she shall appoint such inspector or inspectors of election as he or she shall deem advisable, in accordance with law.

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

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

Section 6. Succession of Duties. If at any time the President shall be absent or unable to act, the Vice President shall take his or her place and perform his or her duties; and if the Vice President for any cause shall be unable to act, the Directors shall appoint some other member of the Board to do so, in whom shall be vested, for the time being, all the duties and functions of the President.
ARTICLE VI

SECRETARY

Section 1. Records of Correspondence. The Secretary shall conduct the general correspondence of the Society and shall keep true copies of all letters written by him or her on behalf of the Society. He or she shall preserve in proper files all letters received by him or her on the same account.

Section 2. Notices and Ballots. He or she shall give due notice of the time and place of all meetings of the Society and of the Board of Directors, cause the preparation of written ballots, solicit ballots, and issue certificates all in accordance with Articles IX and X hereof, and attend the same.

Section 3. Minutes. He or she shall keep fair and accurate minutes of the proceedings of the Society and of the Board of Directors, and record the same in the Minute Book.

Section 4. Notification. He or she shall give immediate notice to the several officers and committees of the Society of all votes, orders, resolves and proceedings of the Society affecting them or appertaining to their respective duties.

Section 5. Membership Rolls. He or she shall keep in a book a list of all the names and addresses of all members of the Society segregated according to type of membership. These membership rolls shall be kept
alphabetically by classes.

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

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

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

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

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

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

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

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

ARTICLE VII
TREASURER

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

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

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

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

ARTICLE VIII
HUMANE OFFICERS

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

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

ARTICLE IX
NOMINATION OF CANDIDATES FOR DIRECTOR

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

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

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

ARTICLE X
MEETINGS

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

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

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

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

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

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

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

Section 6. **Written Ballot by Mail.** Any action which may be taken at any regular or special meeting of the members may be taken without a meeting. If an action is
taken without a meeting the Society shall distribute by mail a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify an approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Secretary of the Society. 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 numbers 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 the votes cast by ballot. If the requirement of a quorum is satisfied, the affirmative vote of a simple majority of the members entitled to and casting a vote on the matter whether by mail or otherwise, is sufficient to approve the matter, including but not limited to the election of Directors, unless a greater number is required by an express provision of these Bylaws or otherwise required by law. Directors may be elected by written ballot as herein provided. If the action is to be taken by mail, then ballots shall be solicited by the Secretary in a manner consistent with the requirements of giving notice of members meetings as set forth in these Bylaws. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and with respect to
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
list of nominees set forth in the report of nominations from the nominating committee and a list of nominees nominated by members in accordance with the provisions of Article IX.

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

ARTICLE XI

QUORUM

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


__________________________
Secretary