

**BYLAWS**  
**OF**  
**ANIMAL WELFARE SOCIETY, INC.**  
**(a Connecticut corporation)**

ARTICLE I  
Name, Governing Law, Offices

The name of this Corporation is Animal Welfare Society, Inc. (herein called the "Corporation"). The Corporation shall be governed by the Connecticut Revised Nonstock Corporation Act, Chapter 602 of the Connecticut General Statutes (as the same may hereafter be revised or replaced, herein called the "Nonstock Act"). The registered office of the Corporation shall be at such place in the State of Connecticut as the Board of Directors of the Corporation (herein called the "Board") shall from time to time designate.

ARTICLE II  
No Members

The Corporation shall not have any members. The Corporation shall operate under the management of its Board of Directors.

ARTICLE III  
Directors

3.1 General. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by or under the direction of, the Board.

3.2 Number and Election of Directors. There shall be not fewer than nine (9) and not more than twelve (12) Directors positions. The actual number of Directors positions within such minimum and maximum shall be prescribed by resolution adopted from time to time by the Board. The total number of Directors positions shall be divided into three (3) classes, with each class consisting of one-third of the Directors positions or as close to one-third as is practical. The terms of the Directors shall be staggered so that the terms of one such class of Directors shall expire at the Annual Board Meeting (as defined in Section 3.3 below) each year. At each Annual Board Meeting, Directors shall be elected by the Board for a term of three (3) years to succeed the Directors in the class whose terms expire at such Annual Board Meeting, except that Directors may be elected to shorter terms as necessary to fill vacancies or to place or keep the staggered terms in effect. For purposes of computing the term of office of Directors, the full period between consecutive Annual Board Meetings shall be considered one (1) year.

The Board shall be self-perpetuating to the extent that the Board elects the Directors as set forth above.

3.3 Annual Board Meeting. An annual meeting of the Board (herein called the "Annual Board Meeting") for the election of Directors, Officers and other appropriate business, shall be held each year at a date, time and place designated by the Board. The Annual Board Meeting shall be considered one of the regular meetings of the Board.

3.4 Regular Meetings of the Board. Regular meetings of the Board shall be held at least six (6) times each year in accordance with a schedule established for the year by the Board at each Annual Board Meeting, which may be revised thereafter at any duly called and convened meeting of the Board.

3.5 Special Meetings of the Board. Special meetings of the Board may be held at any time. Special meetings may be called by the President whenever he or she deems it appropriate and shall be called by the Secretary at the request of any three (3) Directors.

3.6 Method of Notice; When Notice is Effective; Contents of Notice. Written notice of each Annual Board Meeting shall be given to each Director by U.S. mail, facsimile, or electronic mail ("e-mail") not less than ten (10) nor more than thirty (30) days before the meeting. Written notice of each regular and special meeting of the Board shall be given to each Director by U.S. mail, facsimile, or e-mail not less than five (5) nor more than thirty (30) days before the meeting. Facsimile notice shall be effective when electronically received at the facsimile number authorized by the Director for purposes of giving such notice. E-mail notice shall be effective when electronically received at the Director's e-mail address authorized by the Director for purposes of giving such notice. Notice to a Director by mail shall be deemed to be effective five (5) days after its deposit in the United States mail, first class postage prepaid, addressed to the Director at the address provided by the Director to the Corporation for such purpose. Notice of the Annual Board Meeting and any other regular meeting of the Board shall state the date, time and place of the meeting and need not specify the business to be transacted at the meeting unless required by the Nonstock Act, the Certificate of Incorporation or a provision of the Bylaws, and notice of any special meeting of the Board shall state the date, time and place of the meeting and the business to be transacted at the meeting, provided, however, that no bylaw may be brought up for adoption, amendment or repeal at any meeting, whether annual, regular or special, unless stated in a written notice of the meeting. In computing the time period of any notice required or permitted to be given to the Directors under any provision of the Nonstock Act, the Certificate of Incorporation or the Bylaws, or under a resolution of the Board, the day on which the notice is effective shall be excluded, and the day on which the matter noticed is to occur shall be included, in the absence of a contrary provision.

3.7 Place of Meetings. The Board may hold its meetings at such place or places within or without the State of Connecticut as the Board may from time to time determine.

3.8 Waiver of Notice. A Director may waive any notice required by the Nonstock Act, the Certificate of Incorporation or the Bylaws before or after the date and time stated in the notice. Except as provided in the following sentence, the waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director's

attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting, or promptly upon the arrival of the Director, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

3.9 Quorum. A quorum for the transaction of business at any meeting of the Board shall be a majority (fifty percent (50%) plus one) of the total number of Director positions prescribed at the time, including vacancies, if any.

3.10 Action by the Board. The act of a majority of the Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board, except as may otherwise be required by law or by the Certificate of Incorporation or the Bylaws. Each Director must act personally; there shall be no voting by proxy, power of attorney or other delegation method.

3.11 Action Without Meeting. Any action required or permitted by the Nonstock Act to be taken at a Board meeting may be taken without a meeting if the action is taken by all Directors. The action shall be evidenced by one (1) or more written consents describing the action taken, signed by each Director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

3.12 Telephonic, etc., Meeting. The Board may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication, such as conference telephone 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.

3.13 Resignation of Directors. A Director may resign at any time by delivering written notice to the Board or the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

3.14 Removal of Directors. The Board may remove one or more of the Directors with or without cause at any time. A Director may be removed by the Board only at a meeting called for the purpose of removing the Director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.

3.15 Vacancy Among Elected Directors. If a vacancy occurs among the Directors, including a vacancy resulting from an increase in the number of Directors: (1) the Board may fill the vacancy; or (2) if the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. The term of a Director elected between Annual Board Meetings to fill a vacancy expires at the next meeting of the Board at which Directors are elected. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under Section

3.13 of this Article III or otherwise, may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs.

#### ARTICLE IV Officers

4.1 General. The Corporation shall have the following Officers: a President, a Vice President, a Treasurer and a Secretary. The Corporation may also have one or more additional Vice Presidents, Assistant Treasurers and Assistant Secretaries if the Board deems it appropriate. The Officers shall be elected by the Board at the Annual Board Meeting, or thereafter as the need may arise. Any two (2) or more such offices may be held by the same person. The duties of Officers of the Corporation shall be such as are prescribed by these Bylaws and as may be prescribed by the Board.

4.2 President. The President shall be the Chief Executive Officer of the Corporation. The President shall also perform such other duties as may be assigned to him or her by the Board from time to time. The President may but need not be elected from among those persons who are Directors of the Corporation at the time of such election.

4.3 Vice Presidents. Subject to any restrictions imposed by the Board, any Vice President shall perform the duties and have the powers of the President during the absence or disability of the President. Any Vice President shall also perform such other duties as may be assigned to him or her by the Board from time to time. Vice Presidents may but need not be elected from among those persons who are Directors of the Corporation at the time of such election. The Board shall determine the seniority of the Vice Presidents if there are more than one.

4.4 Secretary. The Secretary shall be responsible for preparing and keeping a record of the proceedings of all meetings of the Board and for authenticating records of the Corporation. The Secretary shall issue all notices required by law or by these Bylaws. The Secretary shall have the custody of the seal of the Corporation and all books, records and papers of the Corporation, except as shall be in the charge of the Treasurer or of some other person authorized to have custody and possession thereof by a resolution of the Board, and shall discharge all other duties required of such officer by law or assigned to him or her from time to time by the Board or as are incident to the office of Secretary. The Secretary may but need not be elected from among those persons who are Directors of the Corporation at the time of election.

4.5 Treasurer. The Treasurer shall oversee the custody of all funds and securities of the Corporation, shall supervise the keeping of full and accurate accounts of receipts and disbursements of all funds of the Corporation, shall oversee the maintenance of the accounting books and records of the Corporation, and shall supervise the deposit of all monies and valuable effects in the name and to the credit of the Corporation in depositories designated by the Board. The Treasurer shall prepare or cause to be prepared an annual budget for the Corporation and shall submit it to the Board prior to the beginning of each fiscal year of the Corporation. The Treasurer shall prepare or cause to be prepared annual financial statements for the Corporation in form and substance satisfactory to the Board and shall submit such financial statements to the

Board prior to each Annual Board Meeting. The Treasurer shall report to the Board periodically on the financial condition of the Corporation in such detail as the Board may request from time to time, and shall discharge all other duties required of such officer by law or assigned to him or her from time to time by the Board or as are incident to the office of Treasurer. The Treasurer may but need not be elected from among those persons who are Directors of the Corporation at the time of election.

4.6 Terms of Office. Each Officer named in this Article IV shall serve for the term of two (2) years and until his or her successor shall be duly elected, but any officer may be removed by the Board at any time, with or without cause. The President and Secretary shall be elected at Annual Meetings held during even numbered years. The Vice President and Treasurer shall be elected at Annual Meetings held during odd numbered years. Vacancies among the officers by reason of death, resignation or other causes shall be filled by the Board. There shall be no limit on years of consecutive service by officers.

## ARTICLE V Committees

5.1 Committees of the Board. The Board may create committees, such as an Executive Committee, which may exercise the power and authority of the Board, provided, however, that

(i) each such committee must be composed entirely of two or more persons who are Directors while they serve on such committee, and

(ii) each such committee must be created by vote of the greater of

(A) Directors constituting a majority of the entire number of Directors in office at the time or

(B) the number of Directors required to take action under the Bylaws or the Certificate of Incorporation if either such document requires a vote greater than a majority of the entire number of Directors in office at the time, and

(iii) the Directors serving on such committee must be appointed to the committee each year by individual name by vote of the greater of

(A) Directors constituting a majority of the entire number of Directors in office at the time or

(B) the number of Directors required to take action under the Bylaws or the Certificate of Incorporation if either such document requires a vote greater than a majority of the entire number of Directors in office at the time.

A committee which is so created and appointed by the Board shall be referred to as a "Committee of the Board." A Committee of the Board shall have and may exercise such power and authority of the Board as shall be specified for it by resolution adopted by vote of the greater of

(A) Directors constituting a majority of the entire number of Directors in office at the time or

(B) the number of Directors required to take action under the Bylaws or the Certificate of Incorporation if either such document requires a vote greater than a majority of the entire number of Directors in office at the time,

provided, however, that Committees of the Board may not (i) fill vacancies on the Board or any of its committees, (ii) amend the Certificate of Incorporation, (iii) adopt, amend or repeal Bylaws, (iv) approve a plan of merger, (v) approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation, other than a mortgage, pledge or other encumbrance described in subdivision (2) of subsection (a) of section 33-1165 of the Nonstock Act, or (vi) approve a proposal to dissolve.

5.2 Additional Committees. In addition to Committees of the Board, the Corporation may have other committees, which may consist entirely of Directors, or of both Directors and non-Directors, or entirely of non-Directors. Such other committees may be created and persons to serve on them may be designated by the Board, provided, however, that no committee other than a Committee of the Board shall have or exercise any power or authority of the Board. A committee which is not a Committee of the Board may advise, recommend, investigate and report to the Board and/or to the officers of the Corporation on such matters as may be assigned to it, but shall not exercise the power or authority of the Board.

## ARTICLE VI

### Seal

The seal of the Corporation shall have inscribed thereon the name of the Corporation, the word "Seal" and the word "Connecticut," and shall be in the custody of the Secretary.

## ARTICLE VII

### Fiscal Year

The fiscal year of the Corporation shall end on December 31 each year.

## ARTICLE VIII

### Amendments

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Directors present at any duly called and convened meeting of the Board at which a quorum is present if the notice for the meeting gave notice of and included the text of the proposed

change, provided, however, that no amendment shall be effective which shall cause the Corporation to lose its status as a 501(c)(3) tax-exempt organization, and provided, further, however, that any amendment which changes a quorum or voting requirement shall require such greater vote as may be required by the Nonstock Act.

#### CERTIFICATION

I certify that these Bylaws were duly adopted the 20<sup>th</sup> day of November, 2023.

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Karen Marrotte, Secretary