



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF COMPARISON

OF

LEA COUNTY HUMANE SOCIETY


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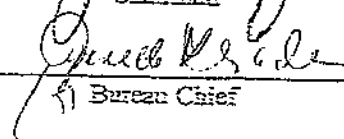
The Public Regulation Commission certifies that the attached is a true and complete copy of the ****5**** page document(s) on file in this office.

This Certification is in accordance with Section 53-8-93 NMSA 1978.

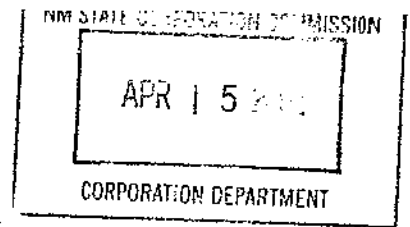
DATED: APRIL 17, 2002

In testimony whereof, the Public Regulation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to affixed at the City of Santa Fe.


Chairman


Bureau Chief

BYLAWS OF THE
LEA COUNTY HUMANE SOCIETY



Pursuant to the provisions of Section 53-8-12, NMSA 1978, as amended, of the Nonprofit Corporation Act, the undersigned corporation adopts the following bylaws, and any previously adopted bylaws, to include the document entitled "Constitution and By-laws of the Lea County Humane Society," are hereby repealed in their entirety and replaced by these "Bylaws of the Lea County Humane Society," adopted by the corporation on April 8, 2002, by a vote of two-thirds of the members present.

I. Mission of Corporation

It is the declared mission of this nonprofit corporation to be a model humane services provider in a financially sustainable modern facility providing safety, health care, nourishment and beneficial outlets for Lea County's resident animals.

II. Membership

A. There shall be two (2) general types of membership in this corporation, Individual and Corporate.

(1) **Individual Membership** is divided into three (3) levels:

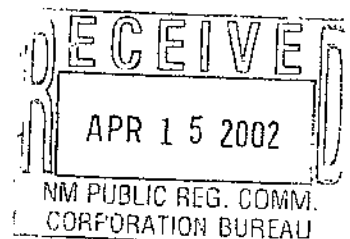
(a) **Active Membership**: Upon contribution of \$35.00 annually, any individual becomes an Active Member.

(b) **Sustaining Membership**: Upon contribution of \$100.00 or more annually, any individual becomes a Sustaining Member.

(c) **Life Membership**: A member of the Board of Directors may nominate an individual for lifetime membership based upon outstanding contribution either financially or through diligent volunteer efforts. An individual becomes a Life Member by vote of the majority of the Board of Directors. There are no annual contributions required from Life Members in order to maintain such status.

(2) **Corporate Membership** is divided into four (4) levels:

(a) **Golden Paw**: Upon annual contribution of \$1000.00 or more, a Corporate Membership falls within this level.



- (b) **Silver Paw:** Upon annual contribution of between \$500.00 and \$999.00, a Corporate Membership falls within this level.
 - (c) **Copper Paw:** Upon annual contribution of between \$250.00 and \$499.00, A Corporate Membership falls within this level.
 - (d) **Brass Paw:** Upon annual contribution of between \$100.00 and \$249.00, a Corporate Membership falls within this level.
- B. All memberships, except Life Members, shall be for the corporation's fiscal year, which shall begin on the first day of January and end on the 31st day of December of each year.
- C. All members receive a periodic newsletter and are notified of the monthly meetings of the Board of Directors.
- D. Members elect the Board of Directors at the Annual Meeting by majority vote of the members present at said meeting. Corporate Members may be represented and cast one vote at the annual meeting through a designee.
- E. An Annual Meeting of the Membership shall be held in April or May of each year. The primary purposes of the Annual Meeting are to elect the Board of Directors for the following year and to present the annual audit. The annual meeting may be held in conjunction with a regular meeting of the Board of Directors or held separately.

III. Governing Body

- A. The governing body has the authority and power to take such action as it deems necessary to carry out the mission of the corporation.
- B. **Board of Directors.** The governing body consists of an eleven (11) member Board of Directors. The offices of this Board of Directors shall be:
- (1) **President.** The President shall be the Chief Executive of the corporation and preside at all meetings of the Board of Directors and the Membership. The President shall appoint committees and perform such other duties to carry on the business of the corporation. The President shall have the power to execute contracts binding on the corporation provided a majority of the Board of Directors concur.
 - (2) **Vice President.** The Vice President shall preside in the absence of the President and perform such other duties as may be required. In case of the removal or resignation of the President, the Vice President shall fill the office of President for the remainder of the term.

- (3) **Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors and the Membership. If unable to attend any meeting of the Board of Directors or the Membership, the Secretary's designee, who shall be another officer on the Board of Directors, shall attend and keep the minutes on behalf of the Secretary. The Secretary shall maintain an up-to-date listing of all members in good standing complete with mailing addresses, any fax numbers or e-mail addresses provided and the name of a contact person for each corporate member. The Secretary shall periodically audit all records, with the exception of financial records, required to be maintained by the corporation under these Bylaws and the Policy and Procedures of the Lea County Humane Society and verify that said records are maintained in an acceptable and orderly manner.
- (4) **Correspondence Secretary.** The Correspondence Secretary shall mail notice of the monthly meetings of the Board of Directors and the Annual Meeting to the Membership. The Correspondence Secretary shall compose a quarterly newsletter and mail it to the Membership. The Correspondence Secretary shall attend to other correspondence as required by the Board of Directors.
- (5) **Treasurer.** The Treasurer shall be the custodian of all monies and securities of the corporation. The Treasurer shall make disbursements only upon approval of a majority of the Board of Directors or as may be required for obligations which have been previously incurred by authority of the Board of Directors. The Treasurer shall keep true and correct accounts of the finances of the corporation and shall make a periodic report of same for the Board of Directors. An annual audit of the finances shall be submitted at the Annual Meeting. All checks written for the corporation shall be signed by the Treasurer and cosigned by either the President or the President's designee, who shall be an officer on the Board of Directors specifically empowered by the President to cosign checks.
- (6) **Six (6) Directors.** The six (6) Director positions shall carry on such duties in cooperation with the other officers of the Board of Directors and in furtherance of the mission of the corporation.

- C. All offices on the Board of Directors must be filled by members in good standing of the Lea County Humane Society. Members of the Board of Directors hold office for a period of one (1) year, or until their successors are elected. The term of office begins on the first day of the month following the Annual Meeting.
- D. The Board of Directors shall be elected by the membership at the annual meeting by a majority vote of those present. Any vacancy which arises throughout the year in the offices of Vice President, Secretary,

Correspondence Secretary or Treasurer shall be filled as soon as is reasonably permitted by a majority vote of the remaining Board of Directors. A vacancy in the six (6) Director officers throughout the year may, but is not required, to be filled by a majority vote of the remaining Board of Directors. Any officer elected during the year by a majority vote of the Board of Directors holds office for the remainder of the current term of office, or until a successor is elected.

- E. Regular meetings of the Board of Directors shall be held once a month, and notice of the regular meetings shall be provided to the Membership. The time, date and place of the regular meetings shall be specified in the notice. Notices of regular meetings shall be given at least three (3) days prior thereto by written notice delivered personally or by electronic medium (e-mail), telecopier (fax) or mail. If mailed, such notice shall be deemed to be delivered two (2) days following the date such notice was deposited prepaid in the United States mail. Nothing in these bylaws precludes advance notice to the Membership of a set date, time and location for all regular meetings. If the latter method of notification is used, any changes to the regular meeting schedule shall be provided by written notice as outlined herein.
- F. Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The Membership may or may not be notified of special meetings as determined by the purpose of the special meeting. All members of the Board of Directors must be notified.
- G. A meeting need not be convened for the Board of Directors to conduct the business of the corporation. If a meeting is convened, the majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. If less than such majority is present at a meeting, a majority of the members present may adjourn the meeting. Unless otherwise required in these bylaws, the act of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the governing body. Outside of a meeting, the act of a majority of the Board of Directors shall be the act of the governing body. Each member of the Board of Directors shall have one (1) vote.
- H. Any officer may be removed for cause by a two-thirds vote of the Board of Directors. Written notification of removal from office shall be provided to the officer immediately.

IV. Supervision and Control

The Board of Directors shall be empowered and authorized to do the following:

- A. To adopt, amend and repeal Policies and Procedures as it deems necessary to conduct the affairs of the corporation.
- B. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein.
- C. To make contracts and incur liabilities.
- D. To otherwise conduct business and carry on operations in furtherance of the Lea County Humane Society's mission.


V. Amendment

These bylaws may be amended from time to time or repealed in their entirety by the Board of Directors. Any amendment or repeal shall be in writing and by a two-thirds vote of the Board of Directors.

VI. Severability

If any one or more of the provisions contained in these bylaws shall for any reason be held invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect the other provisions hereof, and these bylaws shall be construed as if such invalid, illegal or unenforceable provision had never been a part hereof.

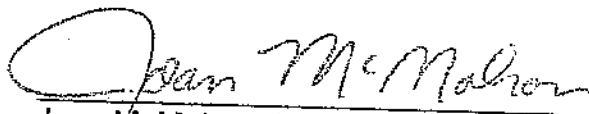
IN WITNESS WHEREOF, the undersigned have set their hands this 8th day of April, 2002.



Kristi Martinkewiz, President



Betty Burris, Secretary



Joan McMahon, Director