

MOUNTAINEER SPAY NEUTER ASSISTANCE PROGRAM, INCORPORATED

A West Virginia Non-Profit Corporation

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BYLAWS

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1		Carolyn Grinberg	Amended Article III, Section 5 and Article III, Section 8, and deleted Article IV, Section 1	June 7, 2009
2		Carolyn Grinberg	Amended Article I, Sections 2 and 15	June 6, 2010
3	October 17,2019	Gisele Toothman	Amended Article I, Section 9 Amended Article III,Section 2	November 4,2019

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BYLAWS OF
Mountaineer Spay Neuter Assistance Program, Inc.
A West Virginia Non-Profit Corporation

ARTICLE I
DIRECTORS; MANAGEMENT

Section 1. Powers, Standard of Care

A. Powers

Subject to the provisions of the Corporation Law of West Virginia, provisions of the U.S. Code related to operation of charitable organizations, and subject to any limitation in the Articles of Incorporation and the Bylaws relating to action required to be approved by the Members, the business and affairs of this corporation shall be managed by and all corporate powers shall be exercised by or under the direction of the Board of Directors.

B. Standard of Care; Liability

- i. Each Director shall exercise such powers and otherwise perform such duties in good faith, in the manner such Director believes to be in the best interests of the corporation and its Members, and with such care including reasonable inquiry, using ordinary prudence, as a person in a like position would use under similar circumstances.
- ii. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in which case prepared or presented by:
 - (a) one or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented,
 - (b) counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence, or
 - (c) a Committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 2. Number and Qualification of the Board

The authorized number of Directors of the corporation shall be five, so long as the number of Members is ten or more. Should the Corporation have less than ten Members, then the Corporation shall have three directors. The number may be changed by an amendment to this Section 2, of Article I of these Bylaws, adopted by the vote or written consent of the Members entitled to exercise majority voting power.

Section 3. Election and Term of Office of Directors

Directors shall be elected at the annual meeting of the Members to hold office for a term of two years, which term shall expire at the time of the annual meeting two years thereafter. Each Director, including a Director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. For the initial election of the Board, four members will be elected to serve the standard two year term and three members will be elected to serve a one year term. Thereafter, all terms will be for two years. This provides for a staggered re-election of the Board to assure continuity of leadership.

Section 4. Vacancies

Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, except that a vacancy created by the removal of a Director by the vote or written consent of the Members, or by Court Order, may be filled only by the vote of the majority of the Members entitled to vote represented at a duly held meeting at which quorum is present, or by the written consent of the Members. Each Director so elected shall hold office until the next annual meeting of the Members and until a successor has been elected and qualified.

A vacancy in the Board of Directors shall be deemed to exist in the event of the death, resignation, or removal of any Director, or if the Members fail, at any meeting of the Members at which any Directors are elected, to elect the full number of authorized Directors.

The Members may elect a Director or Directors to fill any vacancy or vacancies not filled by the Directors, but any such election by written consent shall require a consent of a majority of the Members.

Any Director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for that resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

Section 5. Removal of Directors

The entire Board of Directors or any individual Director named may be removed from office for dereliction of duty or malfeasance. Such acts shall include, but are not limited to, missing more than two consecutive meetings, failing to carry out mandated duties, acting contrary to the interests of the Corporation or its goals, or any criminal act.

In the event a Director is to be removed, the Board shall do so at a duly noticed meeting and with provision for the Director in question to have adequate time to provide an explanation. Thereafter, the other Directors shall vote and a majority shall be sufficient to remove the Director. Failure to achieve a majority shall leave the Director in office.

In such a case, the remaining Board Members may elect a successor Director to fill such vacancy for the remaining unexpired term of the Director so removed. In the event that the entire Board is removed, the Members shall immediately elect an interim Board to serve until the next Annual Meeting.

Section 6. Place of Meetings

Regular meetings of the Board of Directors shall be held at any place within or without the state that has been designated from time to time by resolution of the Board. In the absence of such resolution, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the board shall be held at any place within or without the state that has been designated in the notice of the meeting, or, if not stated in the notice or there is no notice, at the principal executive office of the corporation. Any meeting, regular or special, may be held by conference, telephone or similar communication equipment, so long as all Directors participating in such meeting can hear one another, and all such Directors shall be deemed to have been present in person at such meeting.

Section 7. Annual Meetings

Immediately following each annual meeting of Members, the Board of Directors shall hold a regular meeting for the purpose of organization, the election of officers and the transaction of other business. Minutes of any meeting of the Board, or any committee thereof, shall be maintained by the Secretary or other officer designated for the purpose.

Section 8. Other Regular Meetings

Other regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice, provided the time and place of such meetings has been fixed by the Board of Directors, and further provided the notice of any change in the time of such meeting shall be given to all the Directors. Notice of a change in the determination of the time shall be given to each Director in the same manner as notice of special meetings of the Board of Directors.

If said day falls upon a holiday, such meetings shall be held on the next succeeding day thereafter.

Section 9. Special Meetings/Notices

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board or the President or any Vice President or the Secretary or any two Directors. Notice of the time and place for special meetings shall be delivered personally or by telephone to each Director or sent by first class mail or email, charges prepaid, addressed to each Director at his or her address as it is shown in the records of the corporation. In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the time of holding of the meeting. In case such notice is delivered personally or by telephone or to email at least forty-eight (48) hours prior to the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated to either the Director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly be communicated to the Director. The notice need not specify the purpose of the meeting, nor the place, if the meeting is to be held at the principal executive office of the corporation.

Section 10. Waiver of Notice

The transactions of any meeting of the Board of Directors, however called, noticed, or wherever held, shall be as valid as though had at a meeting duly held after the regular call and notice of a quorum be present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes thereof. Waiver of notices or consents need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article I. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum was present shall be regarded as the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 11. Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 12. Notice of Adjournment

Notice of the time and place of the holding of an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of such time and place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 13. Directors Acting by Unanimous Written Consent

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting with the same force and effect as if taken by unanimous vote of Directors, if authorized by a writing signed individually or collectively by all members of the Board. Such consent shall be filed with the regular minutes or the Board.

Section 14. Fees and Compensation of Directors

Directors and members of a Directors' Committee shall not be compensated for their services. However, they may be reimbursed for any expenses incurred on behalf of the Corporation. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity as an officer, employee, or otherwise, and receiving compensation for such services.

Section 15. Committees.

Committees of the Board may be appointed by resolution passed by a majority of the whole Board. Committees shall be composed of one (1) or more members of the Board and shall have such powers of the

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Board as may be expressly delegated to them by resolution of the Board of Directors. The Board may designate one (1) or more Directors as alternate members of any committee, who may replace any absent member of any meeting of the committee.

Section 16. Meetings and Action of Committees

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article I, Sections 6, 8, 9, 10, 11, 12 and 13, with such changes in the context of those Sections as are necessary to substitute the committee and its members of the Board of Directors and its members, except that the time of the regular meetings of committees may be determined by resolution of the Board of Directors as well as the committee, and special meetings of committees may also be called by resolutions of the Board of Directors and notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

Section 17. Advisory Directors

The Board of Directors from time to time may elect one (1) or more persons to be advisory Directors, who shall not by such appointment be members of the Board of Directors. Advisory Directors shall be available from time to time to perform special assignments specified by the President, to attend meetings of the Board of Directors upon invitation and to furnish consultation to the Board. The period during which the title shall be held may be prescribed by the Board of Directors. If no period is prescribed, title shall be held at the pleasure of the Board.

ARTICLE II OFFICERS

Section 1. Officers

The principal officers of the corporation shall be a Chairman of the Board or a President or both, a Secretary, and a Chief Financial Officer, who may also be called Treasurer. The corporation may have, at the discretion of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries, and such other officers as may be appointed in accordance with the provision of Section 3 of this Article. One person may hold two or more offices.

Section 2. Election of Officers

The principal officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 of this Article, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Subordinate Officers, Etc.

The Board of Directors may empower the CEO to appoint and remove such officers (other than the principal officers) as the business of the corporation may require, each of whom shall hold office for such period, have

such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 4. Removal and Resignation of Officers

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or, excepting the case of an officer chosen by the Board of Directors, by any officers upon whom such power of removal may be conferred by the Board of Directors.

Section 5. Vacancies in Office

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointment to such office.

Section 6. Chairman of the Board

The Chairman of the Board, if such an officer be elected, shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may from time to time be assigned to him by the Board of Directors or prescribed by the Bylaws. If there is no President, the Chairman of the Board shall in addition be the Chief Executive.

Officer of the corporation and shall have the power and duties prescribed in Section 7 of this Article.

Section 7. President

Subject to such supervisory powers, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and the officers of the corporation. He or she shall preside at all the meeting of the Members and, in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board of Directors. He or she shall have the general powers and duties of management usually vested in the office of President of a corporation, shall be ex officio a member of all the standing committees, including the executive committee, if any, and shall have such other powers and duties as may be described by the Board of Directors or the Bylaws.

Section 8. Vice Presidents

In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors, shall perform all the duties of the President, and so acting shall have all the powers of, and be subject to the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws, the President, or the Chairman of the Board.

Section 9. Secretary

The Secretary shall keep or cause to be kept at the principal executive office or such other place as the Board of Directors may order, a book of minutes of all meetings of Directors, Committees of Directors, and Bylaws of Mountaineer Spay Neuter Assistance Program

Members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Directors and Committee meetings, the names of those present at Members meetings, and the proceedings thereof.

The Secretary shall keep or cause to be kept at the principal office a Membership Register showing the names of the Members and their addresses, telephone numbers, email address and dues records.

The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors required by the Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 10. Chief Financial Officer

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, donations, endowments and any other financial account. The books of account shall at all reasonable times be open to inspection by any Director.

The Chief Financial Officer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his transactions as Chief Financial Officer and of the financial condition of the corporation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE III MEETING OF MEMBERS

Section 1. Place of Meetings

Meetings of Members shall be held at any place within the State of West Virginia designated by the Board of Directors. In the absence of any such designation, Members' meetings shall be held at the principal executive office of the corporation.

Section 2. Annual Meetings

The annual meeting of the Members shall be held on the last Sunday in January of each year. If this day be a legal holiday, then the meeting shall be held on the next succeeding business day, at the same time. At the annual meeting, the Members shall elect a Board of Directors, report the affairs of the corporation, and transact such other business as may properly be brought before the meeting. If the above date is inconvenient, the annual meeting of Members shall be held each year on a date and a time designated by the Board of Directors within twenty (20) days of the above date upon proper notice to all Members.

In the year of organization (2008), there will be no annual meeting in May, considering the short period of time prior to such date that the Corporation will be in existence.

Section 3. Special Meetings

A special meeting of the Members, for any purpose or purposes whatsoever, may be called at any time by the Board of Directors, or by the Chairman of the Board of Directors, or by the President, or by no less than 10% of the Members.

If a special meeting is called by any person or persons other than the Board of Directors, the request shall be in writing, specifying the time of such meeting and the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the Chairman of the Board, the President, any Vice President, or the Secretary of the corporation. The officer receiving such request shall forthwith cause notice to be given to the Members entitled to vote, in accordance with the provisions of Sections 4 and 5 of this Article, that a meeting will be held at the time requested by the person or persons calling the meeting, not less than thirty-five (35) nor more than sixty (60) days after the receipt of the request. Nothing contained in this paragraph of this Section shall be construed as limiting, fixing or affecting the time when a meeting of Members called by action of the Board of Directors may be held.

Section 4. Notice of Meetings; Reports

Notice of meetings, annual or special, shall be given in writing not less than ten (10) nor more than sixty (60) days before the date of the meeting, to Members entitled to vote thereat by the Secretary or the Assistant Secretary, or if there be no such officer, or in the case of his or her neglect or refusal, by any Director.

Such notices or any reports shall be given personally or by mail, or other means of communication as provided by the Board, and shall be sent to the Member's address appearing on the books of the corporation, or supplied by him or her to the corporation for the purposes of notice. Notice of any meeting of Members shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (ii) in the case of an annual meeting, those matters which the Board of Directors, at the date of the mailing of notice, intends to present for action by the Members. At any meetings where Directors are elected, notice shall include the names of the nominees, if any, intended at the date of notice to be presented by the management for election.

If action is proposed to be taken at any meeting for approval of (i) contracts or transactions in which a Director has a direct or indirect financial interest, (ii) an amendment to the Articles of Incorporation, (iii) a reorganization of the corporation, or (iv) dissolution of the corporation, the notice shall also state the general nature of such proposal.

Section 5. Quorum

The members present at any properly announced meeting shall constitute a quorum. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Issues involving the expenditure of money or the revision of the bylaws **must be** on the current Agenda *prior to the meeting*.

Section 6. Adjourned Meeting and Notice Thereof

Any Members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Members represented at such meeting, in person, but in the absence of a quorum, no other business may be transacted at such meeting.

When any meeting of Members, either annual or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at a meeting at which the adjournment is taken, unless a new record date for the adjourned meeting is fixed, or unless the adjournment is for more than forty-five (45) days from the date set for the original meeting, in which case the Board of Directors shall set a new record date. Notice of any such adjourned meeting shall be given to each Member entitled to vote at the adjourned meeting in accordance with the provisions of Section 4 of this Article. At any adjourned meeting the corporation may transact any business which might have been transacted at the original meeting.

Section 7. Waiver of Notice or Consent by Absent Members

The transactions at any meeting of Members, either annual or special, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present in person, and if, either before or after the meeting, each person entitled to vote, not present in person, signs a written waiver of notice or a consent to a holding of the meeting, or any approval of the minutes thereof. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any regular or special meeting of Members, except that if action is taken or proposed to be taken for approval of any of those matters specified in the last paragraph of Section 4 of this Article, the waiver of notice or consent shall state the general nature of such proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Attendance of a person at a meeting shall also constitute a waiver of notice of such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice if such objection is expressly made at the meeting.

Section 8. Voting Rights; Cumulative Voting

Only persons who are Members on the day fixed by the Board of Directors for the determination of the Members of record, shall be entitled to vote at any Members' meeting.

Each Member may cast one (1) vote for each of the vacant Directors positions. For example, if there are three vacancies, then the Member may vote for three candidates. These votes cannot be cast cumulatively.

The candidates receiving the highest number of votes up to the number of Directors to be elected are elected.

Section 9. Chairman and Secretary of Meeting

The Chairman of the Board, or President, or in their absence, any Vice President, shall call the meeting of the Members to order, and shall act as Chairman of the meeting. In the absence of the President and all the Vice

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Presidents, Members shall appoint a Chairman at such meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Members, but in the absence of the Secretary at any meeting of the Members, the presiding officer shall appoint any person to act as such Secretary of the meeting.

Section 10. Inspectors of Election

Before any meeting of Members, the Board of Directors may appoint any person other than nominees for office to act as inspectors of election at the meeting or its adjournment. If no inspectors of election are appointed, the Chairman of the meeting may, and on the request of any Member shall, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If inspectors are appointed at a meeting on the request of one or more Members or proxies, the majority of Members shall determine whether one (1) or three (3) inspectors are to be appointed. If any person appointed as inspector fails to appear or fails or refuses to act, the vacancy may be filled by appointment by the Board of Directors before the meeting, or by the Chairman at the meeting.

The duties of these inspectors shall be as follows:

- (a) Determine the number of Members entitled to vote, the Members represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;
- (b) Receive notes, ballots, or consents;
- (c) Hear and determine all challenges and questions in any way arising in connection with the right to vote;
- (d) Count and tabulate all votes or consents;
- (e) Determine the election result; and
- (f) Do no other acts that may be proper to conduct the election or vote with fairness to all Members.

ARTICLE IV CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership

Certificates of Membership shall be of such form as the Board of Directors may designate and shall state the name of the Member. These Certificates may take the form of a membership card and may be issued each year showing the current membership year and length of membership.

Section 2. Record Date

In order that the corporation may determine the Members entitled to notice of any meeting or to vote, the Board may fix in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days prior to the date of such meeting nor more than sixty (60) days prior to any other action. If no record date is fixed:

(a) The record date for determining Members entitled to notice of or to vote at a meeting of Members shall be at the close of the business on the business day next preceding the day on which notice is given or, if notice is waived, at close of business on the business day next preceding the day on which the meeting is held.

(b) The record date for determining Members entitled to give consent to corporate action in writing without a meeting, when no prior action by the Board is necessary, shall be the day on which the first written consent is given.

(c) The record date for determining Members for any other purpose shall be the close of business on the day on which the Board adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later.

ARTICLE V INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

The corporation may at its option, to the maximum extent permitted by Law and by the articles, indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an agent of the corporation. For the purpose of this Section, an "agent" of the corporation includes a person who is or was a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a corporation which was predecessor corporation of the corporation or of any other enterprise at the request of such predecessor corporation.

ARTICLE VI CORPORATE RECORDS AND REPORTS; INSPECTION

Section 1. Records

The corporation shall maintain, in accordance with generally accepted accounting principles, adequate and correct accounts, books, and records of its business and properties. All of such books, records and accounts shall be kept at the corporation, and disclose the accounting basis used. All of such books, records and accounts shall be kept at the corporation's principal executive office, as fixed by the Board of Directors, from time to time, or shall be kept at such place or such places as designated by the Board of Directors. The minutes shall be kept in written form and accounting books and records shall be kept in either written form or in any other form capable of being converted into written form. Such minutes and accounting books and records shall be open to inspection upon the written demand of any Member, at any reasonable time during usual business hours, for a purpose reasonably related to such Member's interest as a Member. Such inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts.

Section 2. Maintenance and Inspection of Bylaws

The corporation shall keep at its principal executive office, the original or a copy of the Bylaws amended to date, which shall be open to inspection by the Members at all reasonable times during office hours. The Secretary shall, upon written request of any Member, furnish to such Member a copy of the Bylaws as amended to date.

Section 3. Annual Report to Members

An Annual Report must be furnished to the Members not later than one hundred twenty (120) days after the end of each fiscal period.

Section 4. Financial Statements

A copy of any annual financial statement and any income statement of the corporation for each quarterly period of each fiscal year, and any accompanying balance sheet of the corporation as of the end of each such period, that has been prepared by the corporation shall be kept on file at the principal executive office of the corporation for twelve (12) months from the date of its execution, and each such statement shall be exhibited at all reasonable times to any Member demanding an examination of such statement or a copy shall be made to any such Member.

Section 5. Annual Statement of General Information

The corporation shall, in a timely manner, in each year, or as otherwise required, file with the Secretary of State of West Virginia, on the prescribed form, a statement setting forth the authorized number of Directors, the names and complete business or residence addresses of all incumbent Directors, the names and complete business or residence addresses of the Chief Executive Officer, Secretary, and Chief Financial Officer, the street address of its principal executive office or principal business office in this state and the general type of business constituting the principal business activity of the corporation, together with a designating of the agent of the corporation for the purpose of the service of process.

ARTICLE VII GENERAL CORPORATE MATTERS

Section 1. Checks, Drafts, and Evidences of Indebtedness

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 2. Corporate Contracts and Instruments, How Executed

The Board of Directors, except as in the Bylaws otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of any officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 3. Corporate Dissolution, Distribution of Remaining Assets

In the event the Corporation is dissolved, voluntarily or involuntarily, any remaining assets of whatever kind and wherever located, shall be distributed to an unrelated charitable organization serving a similar purpose and similar geographic area as the Corporation.

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The charitable organization receiving the assets shall be chosen by majority vote of Members either in person or by written consent. For the purpose of this Section only, "majority" shall mean a majority of those Members casting their vote, and not a majority of the Membership in general.

Section 4. Construction and Definition

Unless the context requires otherwise, the general provisions, rules of construction, and the definitions of the West Virginia Corporation Laws shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

ARTICLE VIII AMENDMENT TO BYLAWS

Section 1. Amendment by Members

New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote or written consent of a majority of the Members entitled to vote; provided, however, that if the Articles of Incorporation of the corporation set forth the number of authorized Directors of the corporation, the authorized number of Directors may be changed only by an amendment of the Articles of Incorporation.

Section 2. Amendment by Directors

Bylaws may not be adopted, amended, or repealed by the Board of Directors.

Statement Required by IRS to be Included in Articles of Incorporation, Restatement or Amendment for 501(c)(3) Status Approval

Said corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, included, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporations shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

CERTIFICATE

I, _____, hereby certify that:

I am the duly elected Secretary of the Board of Directors of Mountaineer Spay Neuter Assistance Program, a West Virginia corporation; and

The foregoing Bylaws, consisting of 17 pages, including this certificate, are a true and current copy of the Bylaws of the corporation as duly adopted by approval of the Board of Directors of the corporation at a regular meeting duly held on June 6, 2010, at the corporation's principal office in Monongalia County.

IN WITNESS WHEREOF, I have hereunto set my hand and certify the seal of the corporation this 6th day of June, 2010.

Signature

