

2.2 Specific Purpose. The Corporation is organized and operated exclusively as a non-profit corporation for the purpose of providing humane services to animals ~~located in Horry County, South Carolina~~, and to that end, the Corporation shall strive to perform the following:

A. Prevent cruelty to animals;

B. Provide relief or assistance to suffering animals by:

- i. providing humane care and treatment for all animals needing protection;
- ii. returning lost animals to their owners;
- iii. seeking suitable homes for animals without owners; and
- iv. to provide euthanasia to animals when necessary; and

C. To educate the community on the humane treatment of, and the prevention of cruelty to, animals.

4.3 Number; Qualifications. The Board shall consist of no less than five (5) and no more than fifteen (15), elected individuals (each a "Director"); ~~two (2) of which shall be appointed by the appropriate agency of the City of Myrtle Beach (each an "Appointed Director")~~. The number of Directors may be increased or decreased as determined from time to time by the affirmative vote of a majority of the Directors (the "Board Majority").

Directors must be: (1) natural persons; (2) who are members of the Corporation in good standing; (3) who reside in ~~are of Horry and Georgetown Counties typically referred to as the "Grand Strand"~~ in the State of South Carolina; (4) ~~shall not have been convicted of any felony, nor shall have been arrested and/or convicted of any crime or offense related to animals; (5) shall have fully complied with the application process; and (6) who are duly appointed or elected pursuant to the terms of these Bylaws.~~

The City of Myrtle Beach shall be provided notice of any violation(s) of these By- Laws by an Appointed Director.

4.6.1 Annual Meeting; Regular Meetings. The Annual Meeting of the Board (the "Annual Board Meeting") shall be held at a date, time and place ~~in Horry County~~ as designated by the Board. The Annual Board Meeting shall be held for the general purpose of electing officers and/or for such other business as may come before the Board. Directors are required to physically attend the Annual Board Meeting.

In addition to the Annual Board Meeting, the Board shall meet ~~monthly, or as needed regularly at least every two (2) months~~, at a date, time and place designated by the President, and shall be held at any place within Horry or Georgetown County, South Carolina.

4.6.8 Election of Directors. Directors shall be elected by the members of the Corporation at the Annual Members Meeting. Each member entitled to vote shall have one (1) vote to cast among the nominees. Names of nominees may be submitted by any Director or Member in good standing during, or prior to, the Annual Members Meeting. Nominees must ~~be natural persons who are Members of the Corporation in good standing and who reside in the State of South Carolina~~ satisfy all qualifications set forth in Section 4.3 hereinabove.

Those nominee(s) with the highest number of votes shall be the duly elected Director(s) for the allotted vacancy(ies) on the Board. No cumulative voting is permitted. In the event of a tie between two or more nominees, there shall be another vote held as between those nominees only.

4.9 Director Attendance. A Director who is absent from ~~twenty-five percent (25.00%) of Board meetings during each calendar year of the Director's term~~ ~~three (3) consecutive Board meetings~~, without reasonable excuse, will automatically be deemed an immediate resignation by the Director from service on the Board.

6.3.1 President. The President shall be the chief executive officer of the Corporation and shall, in general, ~~maintain oversight supervise and control all~~ of the business and affairs of the Corporation. The President must be a member in good standing with the Corporation. The President shall preside at all meetings of the Board and shall be an ex-officio member of all committees. The President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

6.3.4 Treasurer. The Treasurer shall ~~maintain oversight of have~~ the care and custody of all the monies and securities of the Corporation. The Treasurer shall sign such instruments as require his signature and shall perform all duties as usually pertain to his office or as are properly required of him by the Board. The Treasurer shall present a statement of account at every Board meeting and shall serve as chair of finance. The Treasurer must be a member in good standing.

6.4 Appointment of Officers. The officers of the Corporation shall be ~~voted upon~~ ~~appointed~~ annually by the Board at the Annual ~~Members Board~~ Meeting or at such time as the Board shall determine. ~~Only current Directors may be considered for appointment as an officer.~~

7.3 Corporate Monies. All monies received by the Corporation (the "Corporate Monies") shall be held, retained, managed, administered and used under the direction of the Board in accordance with the purposes set forth herein. The Corporate Monies shall be held in an interest-bearing corporate account designated by the Board and may only be accessed by those individuals authorized by the Board for the payment of corporate expenses and obligations. ~~The Corporation shall conduct an audit every three (3) years subject to available funds for the cost thereof, to be performed by a Certified Professional Accountant, whose license is in good standing.~~

7.4 Fiscal Year. The Fiscal Year of the Corporation shall ~~be the same as the Calendar Year and shall~~ commence ~~July~~ ~~January~~ 1 and end ~~June~~ ~~December~~ 31 of each year this Corporation exists. Notwithstanding the foregoing, the Fiscal Year may be changed by the affirmative vote of a majority of the Directors.

12.2 The Corporation ~~may~~ ~~shall~~ purchase and maintain insurance on behalf of any person who is, or was, a Director, ~~O~~ ~~officer~~, employee or agent of the Corporation, against liability asserted against or incurred by him in that capacity or arising from his/her status as such.

IN WITNESS WHEREOF, we, being all of the current Directors of the Board of Directors of the Corporation, hereby certify that this **Second Restated and Amended By-Laws of The Grand Strand Humane Society, Inc.** was duly approved by the Members at the Annual Meeting of the Members held November 17, 201908 and, as such, we hereunto subscribe our names and make these By-Laws effective the 18th day of November, 201908.

The Grand Strand Humane Society, Inc.

By Its: BOARD OF DIRECTORS

WITNESSES:

Print Name: Date: , 201908

~~Print Name: , 2008~~
~~Date:~~

~~Print Name: , 2008~~
~~Date:~~

~~Print Name: , 2008~~
~~Date:~~

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~~Date:~~

WITNESSES:

~~Print Name: Date: _____, 2008~~

~~Print Name: Date: _____, 2008~~

~~Print Name: Date: _____, 2008~~

~~Print Name: Date: _____, 2008~~