

Bylaws

Happy Dog Farm Foundation

EIN (38-3867485)

BY-LAWS

Section 1. The name of the Corporation shall be Happy Dog Farm Foundation

Section 2. Its principal office shall be in Jones, Oklahoma

Section 3. Other offices for the transaction of business shall be located at such places as the Board of Directors may, from time to time, determine.

ARTICLE TWO: PURPOSE

The purpose of the Corporation is to raise money through fundraisers and donations for assistance in caring for resident and foster pets at Happy Dog Farm Foundation. Every resident and foster pet is neutered/spayed, vaccinated, micro chipped, and heart worm tested. They also receive daily routine care, groomed as needed and checked routinely by a veterinarian.

Happy Dog Farm Foundation advocates for better public awareness of adoption and proper care of all pets.

ARTICLE THREE: BOARD OF DIRECTORS

Section 1. Purpose and Number of Directors The Board of Directors shall be the sole governing body of Happy Dog Farm Foundation and shall exercise all the duties and privileges normally assigned to stock holders. In addition to the normal duties of a Board of Directors, The Board of Directors shall conduct, manage and control all the affairs of Happy Dog Farm Foundation. The number of regular directors shall not be less than five (5) and not more than ten (10).

Section 2. Election and Term of Office Board members and Directors shall not have specified term limits. Board members and Directors can be replaced at any time by a vote of the remaining board members. Board members or Directors wishing to leave the board may do so at any time but must provide 30 days written notice.

Section 3. Attendance and Vacancies Any director/board member who misses three meetings in succession shall be automatically removed from the Board and shall be so notified in writing by the Secretary. Any director so removed from the Board shall not be eligible to be reelected. Special consideration will be given in the event of illness either personal or immediate family related.

Any vacancy on the Board, whether created by resignation or removal of the member, may be filled by a vote of the members at the next regular Board meeting, or at any subsequent regular meeting of said Board. It is not required that a vacancy be filled if by being left vacant it would not drop the Board membership below the minimum number of directors specified in Section 1 of this Article Three.

Section 4. Compensation Directors/board members shall receive no salary for their services as Directors.

Section 5. Meetings Happy Dog Farm Foundation shall hold quarterly meetings on the third Wednesday, of January, April, July and October. Special meetings of the Board of Directors may be called by the President and/or Vice President and shall be called by him/her upon written or verbal request of at least four (4) members of the Board of Directors.

Notice of all regular meetings shall be communicated to all members of the Board of Directors at least seven (7) days before the meeting. Notice of Special Meetings shall state the purpose of the meeting and shall be communicated at least ten (10) days prior to the meeting.

Three quarters of the regular members of the Board of Directors shall constitute a quorum.

All questions shall be decided by a majority vote of the members present, who are entitled to vote.

The President in an emergency may call for a special vote on a particular measure by either phone or electronic communication. The President shall call upon each member and ask for his/her vote on the subject to conduct such a vote. To pass, any such measure must have a majority of all Board Members vote in its favor. Under no circumstances shall the caller lobby the member either for or against the proposition and shall not even indicate his/her preference. All votes taken under this section shall be recorded.

ARTICLE FOUR: OFFICERS

Section 1. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer who shall be elected for a term of four (4) years, with no limitation of number of terms unless dictated by a majority of the corporate officers. They shall hold office until their successors are duly elected and qualified. At any time if an officer is not performing his/her duties he/she can be removed from office by a majority vote of the officers and a quorum of the board of directors. However, if a Board member has only one year remaining on their Board term, he/she may be elected to hold office for only one year.

Section 2. The President shall preside at all directors meetings; shall have general supervision over the affairs of the corporation and over the other officers; shall sign all written contracts of the corporation and shall perform all such other duties as are incident to this office. In case of absence or disability of the President, the Vice President shall perform his/her duties.

Section 3. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

Section 4. The Secretary shall issue notices of all directors meetings and shall attend and keep minutes of the same; shall have charge of the records and papers; shall attest with his/her signature all written contracts of the corporation; and shall perform all other duties as are incident to his/her office.

Section 5. The Treasurer shall have custody of all money and securities of the corporation and shall give bond, if required by the directors, in such sum and with such sureties as the directors may require, conditioned upon the faithful performance of the duties of his/her office. He/she may sign checks of the corporation; shall keep regular books of account and shall submit them, together with all his/her vouchers, receipts, accounts, records, and other papers, to the directors for their examination and approval as often as they may require; and shall perform all such other duties as are incident to his/her office.

Section 6. At any time, an office of Happy Dog Farm Foundation may occupy more than one position at a time, i.e. that of Secretary and Treasurer. However, the President cannot assume the responsibilities of the Vice President and vice versa.

Section 7. The corporation shall be on a calendar year basis.

ARTICLE FIVE: EXECUTIVE DIRECTOR

Section 1. An Executive Director shall be responsible to the Board for the overall administration of Happy Dog Farm Foundation and implementation of policies, procedures and programs as determined by the Board.

Section 2. The Executive Director with the approval of the President, Vice President, or Treasurer, may make an expenditure of up to \$500.00 without the approval of the Board of Directors. Any expenditure of more than \$500 must have the approval of the Board of Directors. This expense limitation does not apply to ordinary operating expenses or emergency, which do not require the approval of the President or the Board of Directors.

ARTICLE SIX: FINANCES

Section 1. The funds of the corporation shall be deposited in a bank or trust company as the directors shall designate and if a withdrawal is \$500 or less, it may be withdrawn upon the checks or order of any one of the following, to wit: The President, the Vice President, the Treasurer, or the President's designee, who must be a member of the Board. If a withdrawal is more than \$500, said withdrawal may only be made upon the checks or order of the President and one of the following, to wit: the Vice President, the Treasurer, the President's designee, who must be a member of the Board.

Section 2. Any expense incurred by that of an officer or a board member must be reconciled by the 15th of the month following that of the expenditure. All expenditures must be accompanied by a receipt and must be approved by any one of the following, to wit: the President, the Vice President, the Treasurer or the President's designee, who must be a member of the Board.

ARTICLE SEVEN: AUTHORITY

Robert's Rules of Order (Latest Revision) shall govern the meetings of the members, Board of Directors, and the Committees of Happy Dog Farm Foundation in all cases in which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE EIGHT: AMENDMENTS

These Bylaws may be altered, amended or revised at any meeting of the Board of Directors by a two-thirds vote of members present. All amendments must first be presented in writing to the Board of Directors.

ARTICLE NINE: SPECIAL MEETINGS

All notices heretofore mentioned of meetings and a written waiver signed by a majority may waive special meetings or quorum of the affected meeting and as the case may be.

ARTICLE TEN: CORPORATE SEAL

The Board of Directors may prescribe the design for a corporate seal. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise.

ARTICLE ELEVEN: GRANTS

Grants for any purpose shall not be solicited by any Board of Directors member, officer, or by any other person who is in any way connected with Happy Dog Farm Foundation, without prior majority vote of the President, Vice President, Secretary and Treasurer for said grant request.

Board approval for such requests may only be granted by a majority vote as set out in Article Three Section 6 above.

ARTICLE TWELVE: NON-DISCRIMINATION POLICY

It shall be the policy of Happy Dog Farm Foundation not to discriminate against any individual based on race, color, religion, sex, national origin or sexual orientation. Happy Dog Farm Foundation shall make its services available in accordance with this policy.

ARTICLE THIRTEEN: DISSOLUTION Upon the event of dissolution of Happy Dog Farm Foundation or in the event Happy Dog Farm Foundation fails to carry out the primary objective of Happy Dog Farm Foundation and purposes herein set forth, any unpaid expenditures by either an officer or a board member or any debt owed by Happy Dog Farm Foundation will be paid immediately and any existing funds will be distributed to a single or a variety of charities decided upon by the Board of Directors with final consent of the President and Vice President.