

CONSTITUTION & BYLAWS

POCKET PETS ANIMAL RESCUE, INC.

102 N LINCOLN
THOMASBORO, IL 61878

POCKET PETS ANIMAL RESCUE,
P.P.A.R.

CONSTITUTION AND BYLAWS
(Effective August 31, 2006)

ARTICLE I

Name

Section 1.

The name of this organization shall be Pocket Pets Animal Rescue, an unincorporated association under the laws of the state of Illinois; this name and/or the dba, P.P.A.R. shall be used as the name of the organization for all corporate matters.

ARTICLE II

Objective

Section 1.

The primary objective of this organization will be to build a no-kill exotic animal shelter, to aid in the rescue and rehabilitation of abused and abandoned animals, to help stop the over population of animals, to provide humane care and treatment for all animals needing protection in the area served by the organization, to seek suitable homes for animals without owners, and to provide euthanasia when it is deemed necessary as a humane means to end an animal's suffering.

Section 2.

To meet the objectives of this organization it shall:

- a. Raise money for its operation through appropriate fund raising and donations;
- b. Offer educational programs;
- c. Encourage spaying and neutering;
- d. Increase the quality of life for stray, unwanted and homeless animals by caring for them and seeking suitable homes;
- e. Create interest in a "no-kill" shelter;
- f. Build and equip a "no-kill" shelter for animals.

Section 3.

This organization shall not conduct or operate for profit and no part of any profits

or remainder of residue from donations to the group shall ensure to the benefit of any members or individuals.

ARTICLE III

Membership

Section 1.

P.P.A.R., Inc. membership is open to any individual or group of individuals interested in the aforementioned objectives. Membership shall neither be rendered nor denied on the basis of race, color, religion, national origin, sexual orientation, sex or physical handicap. Full, voting membership shall be open to any dues paying person over 18 years of age. Individuals wishing to become a member who are under the age of 18, are to be classified as Junior Members which class shall have no voting rights herein, and may not hold any elected office of the organization.

Section 2.

A person shall not be a member unless approved for to membership by the Board of Trustees, which may reject any application for good cause. Good cause shall include, but not be limited to:

Prior convictions of criminal violations or citation violations for animal cruelty, animal neglect, or associated violations of law; any such pending charges against a person seeking membership; prior actions taken by any governmental agency, or organization authorized to do such by any governmental agency, involving civil actions resulting from neglect and/or cruelty to animals, and/or any allegations of such. Any such person may reapply for membership should such charges, criminal or civil, be found to be without merit, after a final judgment and/or appropriate finding.

Section 3.

All membership applicants must agree to the Objective of the organization, and as set forth in Article II herein.

Section 4.

Any person currently a member of the organization who is convicted of any criminal action resulting from neglect and/or cruelty to animals, or who has a final determination that animals are to be permanently removed by appropriate governmental agency, or organization authorized by such agency, when such removal is predicated upon a finding of cruelty and/or neglect, and/or abandonment, shall be dismissed as a member upon a final determination of such. Any current member being charged with a criminal act resulting from cruelty, neglect, and/or abandonment of animals shall have such membership suspended, and all entitlements of such membership suspended during the pendency of any such action. Membership may be reinstated with full entitlement upon a finding that such charges were unfounded by the appropriate government agency involved or as a result of a court's judgment, upon the Board being notified by the member.

Section 5.

All members, except Junior Members, in good standing with the organization and current with their dues, shall be entitled to cast one vote at any general meeting of the organization for the purposes of all motions, and/or elections properly before the organization.

Section 6.

The organization shall keep a written roll of membership, indicating the desire of such person to become a member, and the approval thereof by the Board of Trustees. Such writing shall include a request to become a member, the date thereof, a notation as to the approval by the Board of Trustees of such membership, and the date of such approval.

Section 7.

1. Membership classes and dues amounts are as follows:
 - a. Junior Members (under age 18) are exempt from dues.
 - b. Adult Members (ages 16-59) will pay \$15 annually.
 - c. Each additional member per same household (age 16-59) will pay \$10 annually.
 - d. Senior Member (ages 60 and older) will pay \$5 annually.
2. Within fifteen (15) days after the 2006 annual meeting, the Treasurer shall send notice to all members in good standing of membership dues owed to FAS for 2006. Payment will be due no later than forty-five (45) days after the 2006 annual meeting. If unpaid by December 31, 2006, member will be considered delinquent and shall be automatically removed from the membership role. Current members will pay one-half (1/2) of the applicable dues for his/her class.
3. Each year, no later than December 1, the Treasurer shall send notice to all members in good standing of membership dues which are owed to PPAR. These dues will cover the twelve (12) month period of January 1 to December 31 of the following year and will be due no later than January 31 of the year covered.
4. New members added in a month other than January shall pay dues, if applicable, based on the month in which they submit their membership request. Dues will be assessed at 1/12th the annual rate times the number of months remaining in the year and shall be submitted with their membership request. If membership is not granted, said dues shall be returned.
5. Members who have not paid their dues by January 31 shall be considered delinquent and ineligible to vote on any matters put before the organization.
6. Any individual removed from the membership role for failure to pay dues who reapplies for membership must remit the full amount of the delinquent dues along with the current amount due, if applicable. Said dues will be returned if membership is not granted.
7. Additional classes of membership and related dues may be added at the discretion of the Board of Trustees.

The amount of the membership dues may be changed only by the membership at an annual meeting per the provisions set for in Article VII, Section 1.

ARTICLE IV

Meetings, Annual Elections, Officers and Board of Trustees

Section 1.

An annual meeting of the organization for the purpose of electing Trustees and for the transaction of any other business authorized to be transacted by the members shall be held at such time and place as shall be specified by the Board of Trustees except as limited herein. Unless otherwise determined by the Board of Trustees, this meeting shall be held in June of each year. The Board of Trustees shall have no authority to cancel such annual meeting, but are authorized to reschedule it for May or July, as need may dictate.

Section 2.

Should the Board of Trustees make a determination that the annual meeting is to be held in a month other than June, it must give such notice of the annual meeting, to all members, at their last known address, in writing, not more than thirty days prior to such meeting and not less than fourteen days prior to such meeting. Such written notice shall specify that the meeting is to take the place of the regularly scheduled annual meeting, and that an election of the Board of Trustees will be held at that time. The notice of this meeting, and any other notices of meetings as required shall also specify the time and place of the meeting as determined by the Board of Trustees.

Section 3.

Special meetings of the members may be called at any time by the Board of Trustees, voting to do so by majority, or by 25% of members qualified to vote, in good standing with the organization and current with their dues, upon their filing with the secretary of the organization a written request for the meeting, stating the purpose or purposes of the proposed meeting, and the date, time and place of which the meeting is to held. Special meetings for which written request is made shall be held not less than thirty days, no more than sixty days after of the request at the time and place requested, unless the Board of Trustees shall designate otherwise, with regard to the place and the time of the meeting, within the restrictions set forth herein.

Section 4.

At each annual meeting, a quorum of 10% of all members in good standing with the organization and current with their dues shall be required to be in attendance to nominate and elect a Board of Trustees.

Section 5.

Membership, at the annual meeting, shall nominate candidates to vacancies on the Board of Trustees, upon motion and seconding of the motion. No vote to nominate shall be required, however, each nominee must indicate his or her willingness to serve at the time of the nominations, or if they are not present, by pre-written letter so indicating. The number of nominations shall be unlimited,

provided that any such nominees shall be members in good standing, and shall indicate their willingness to serve. Elections shall be held, upon a determination that a quorum exists, and, said elections shall be held by secret written ballot except when the number of nominations do not exceed the vacancies to be filled. The Board of Trustees so elected shall consist of the six nominees receiving the most votes, whether or not such votes represent a majority of the electing membership. The Board of Trustees shall assume their duties immediately upon the close of the annual meeting, or earlier upon an appropriate motion made, seconded and passed by a majority of the members present. At the first annual meeting after the adoption of these by-laws there shall be elected six members to the Board of Trustees. Nominations for, and election to the Board shall be made as follows: Two (2) Trustees to be elected for a one-year term; Two (2) Trustees to be elected for a two-year term; Two (2) Trustees to be elected for a three-year term. At all annual meetings thereafter, elections to vacancies on the Board resulting from the expiration of term shall be for a three (3) year term. Should a vacancy on the Board occur, resulting from any reason other than expiration of term, the remaining Trustees may elect to:

1. leave such vacancy open until the next annual meeting, at which time the membership shall nominate and elect a Trustee to complete the original term; or
2. appoint a member, otherwise eligible, to the position for the remainder of the original term. A quorum necessary to conduct business of the Board of Trustees shall be two-thirds of the total number of Board members.

Section 6.

After each annual election, the Board of Trustees shall by agreement, or nomination and election within the Board, select a Chairman, pro tem and Secretary, pro tem, for the purposes of electing officers of the organization. This shall be their first order of business. Their second order of business shall be said election. Officers to be elected by the Board shall be President; Vice President; Recording Secretary; and Treasurer. Only members of the Board of Trustees shall be eligible for such offices. The Board of Trustees shall nominate such of their members for office, and no second shall be required, however, each Trustee so nominated shall indicate a willingness to serve as an officer pursuant to such nomination. Should more than one person be nominated for any office, a vote of the Board of Trustees, by written ballot shall be held. No majority for election shall be required, and the persons receiving the most votes from the Board of Trustees shall be elected to the office for which he or she was nominated. Tie votes for any officer's position shall be decided by a coin toss.

Section 7.

Should the office of President become vacant, for any reason, the Vice President shall automatically become the President of the organization; should any other office become vacant during the annual year, such vacancy shall be filled by a majority vote of the Board. All nominees for office shall acknowledge their willingness to comply with the duties of officers as set forth herein, and as may be otherwise required. The initial meeting of the Board of Trustees, for the purposes of electing officers shall occur not more than fifteen days after the close

of the annual meeting at which said Board of Trustees was elected.

ARTICLE V

Duties of Officers

Section 1.

The President shall preside over all meetings of the organization, the Board, and shall be ex officio, without vote, a member of all committees of the Board, shall deliver to the annual meeting of the members of the organization a comprehensive report of the program and policies followed by the Board in the preceding year, to include a valuation of the organizations objectives, goals, and programs in effect to achieve such objective and goals. The President shall have no vote at either a general meeting of the organization, or at any Trustee's meetings, except in the case of a tie amongst the voting members. Under such circumstances, the President may, and shall cast a deciding vote. A tie vote is defined as a situation in which any voting requiring a majority results in equal votes.

Section 2.

The Vice President shall fulfill all functions of the President when the latter is incapacitated, unavailable, or for any reason cannot temporarily serve, and to become President and assume all such duties of the President should the presidency become vacant for any reason.

Section 3.

The Recording Secretary shall take and preserve minutes of all meetings of the members of the organization and of the Board, notify members and Trustees of annual, regular and special meetings, and perform other duties as assigned by the Board. The Secretary shall cause the minutes of all membership and board meetings to be published in a form which shall be made available upon request, to any and all members. The Secretary shall receive and report all correspondence to the Board or the appropriate committee, shall answer all correspondence unless otherwise directed by the Board, upon approval of response as authorized by the Board, and shall have custody of all files, records, and other documents and be responsible for their safekeeping, except where otherwise designated by the Board.

Section 4.

The Treasurer shall be responsible for receiving and depositing in a bank designated by the Board, all monies and securities, to disperse funds in accordance with the budget approved by the Board of Trustees, and to submit to the Board and to the annual meeting of the organization an annual report, audited by an independent accountant selected by the Board, or alternatively by a committee selected from the membership, of the income and expenditures of the organization for the preceding year, and of liabilities and assets. Upon approval of a majority of the Board members, any member other than the Treasurer, shall be authorized to assist the Treasurer in these duties. The Treasurer shall establish a bank account or accounts as necessary, to include a checking account for the disbursement and payment of items as authorized by

the Board of Trustees. Such checking account will be required to be a dual signature account, requiring the signature of the Treasurer, or authorized individual acting on behalf of the Treasurer, and such other officer as the Board of Trustees may designate. The Board of Trustees shall have full authority to add or delete any authorized signature, other than the Treasurer.

Section 5.

The Board of Trustees shall establish a schedule for the holding of general meetings and board meetings as it deems appropriate, other than the required meetings of the membership and the Board for the purpose of elections. The Board will be required, by and through the Secretary, to provide advance notice of all general meetings of members at least ten days in advance of the date set for the meeting, to the last known address of each member in good standing at the time such notice is sent, and that such notice shall note the date, time and location of such meeting. Such notice shall be in writing, however, need not be an exclusive notice of the meeting, but may be included in other correspondence, newsletters, announcements, or other documents as appropriate.

Section 6.

At any meeting of the organization, those members present, in good standing, current with their dues and in person shall have authority to transact all business that may come before the meeting. Voting by proxy shall not be permitted.

ARTICLE VI

Miscellaneous

Section 1.

All general meetings of the organization, meetings of the Board of Trustees, and committees shall be conducted pursuant to Robert's Rules of Order, as set forth in the last published revision thereof, however no inadvertent violation of those rules, not raised, shall cause any action to be held invalid.

Section 2.

The fiscal year of the society shall commence on January 1st of each year, and shall end on December 31st of each year.

ARTICLE VII

Amendments

Section 1.

These Bylaws may be amended by the members at any annual meeting providing that a proposal to amend shall be submitted in writing to the Secretary with signatures of at least 25% of members in good standing with the organization and current with their dues, at least forty days prior to the annual meeting. The Secretary shall include the text of proposed amendments in the notice of the meeting.

Section 2.

Bylaws properly presented as set forth in Article VII, Section 1, shall be adopted or rejected by a simple majority of members voting.

Section 3.

The Board may from time-to-time establish standing rules applicable to the details of the administration of the organization, provided that such standing rules do not violate any bylaw, constitutional provision, corporation objective, law, or objective set forth in the Mission Statement of the Forgotten Animal Shelter, Inc.

ARTICLE VIII**Dissolution of Corporation****Section 1.**

The P.P.A.R., Inc. may be dissolved at any time by a vote of the Board, requiring a two-thirds approval. In the event of dissolution, whether voluntary, or by operation of the law, the property, proceeds thereof, assets of the corporation, shall not be distributed to any members of the organization but after payment of debts, all property and assets shall be donated to a similar charitable organization for the benefit of animals selected by the Board members. Appropriate legal actions shall be required to complete the dissolution of the corporation, as may be required by any governmental agency and/or statutory requirement.