

**BYLAWS
OF
GERMAN SHEPHERD RESCUE OF NORTHERN CALIFORNIA, INC.
A California Nonprofit Public Benefit Corporation**

ARTICLE 1 NAME AND PURPOSE

Section 1.01 Name. The name of the corporation shall be German Shepherd Rescue of Northern California, Inc.

Section 1.02 Purpose. This corporation is organized exclusively for one or more of the purposes as specified in Internal Revenue Code Section 501(c)(3). The specific and general purposes of the corporation are described in the Articles of Incorporation.

ARTICLE 2 OFFICES

Section 2.01 Principal Office. The corporation's principal office shall be fixed and located at such place within the as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another within the State of California. Initially, the principal office of the corporation shall be 6158 Plymouth Avenue, Richmond, California 94805.

Section 2.02 Other Offices. Branch or subordinate offices may be established at any place or places by the Board at any time within the State of California.

ARTICLE 3 BOARD OF DIRECTORS

Section 3.01 Directors. All Directors shall be elected by vote of the general membership of the corporation.³

Section 3.02 Number of Directors. The number of Directors shall be not less than five or more than nine. The initial number of Directors was three. The number of Directors elected by the membership was expanded to five by resolution of the Board on October 20, 2001.¹ In no event shall the term of a Director be shortened by a reduction in the size of the Board.^{2 3}

¹ On May 7, 2005 the number of elected Directors was expanded to 6 by resolution of the GSRNC Board of Directors. On March 8, 2008 the number of directors was increased to 7 by a resolution of the GSRNC Board of Directors. On March 24, 2009 the number of Elected Directors was set at 5 by a resolution of the GSRNC Board of Directors.

² Bylaws amended by resolution of the GSRNC Board of Directors on June 22, 2003.

³ Bylaws amended by the GSRNC Board of Directors, approved by the membership in April 2018 and redundantly approved by the Board at their November 13, 2018 meeting.

Section 3.03 Terms of Directors. Directors shall serve for a term of three years beginning at the General Membership Meeting at which they are elected.⁴

Section 3.04 Chairperson of the Board. The Board may choose by a majority vote to designate a Chairperson of the Board. The Chairperson shall preside at meetings of the Board of Directors and shall serve as President during times when the presidency is vacant, such as following a resignation. The Chairperson shall serve until he or she resigns or is removed by a majority vote of the Directors. The Chairperson may be removed from office at any time, with or without cause by a majority vote of Directors.

Section 3.05 Removals. A Director may be removed, with or without cause, by a majority vote of the Directors present at a duly constituted meeting called for that purpose. Notice must be sent to all Directors that the purpose of the meeting is removal of a Director.

Section 3.06 Vacancies on Board.

- (a) Events Causing Vacancy. Any of the following events will result in a vacancy on the Board:
 - (1) death or resignation of any Director;
 - (2) removal of any Director; or
 - (3) increase of the authorized number of Directors.
- (b) Resignations. Except as provided below, any Director may resign by giving written notice to the Chairperson of the Board, if any, or to the President or the Secretary of the Board. Except on notice to the Attorney General of California, no Director may resign if the corporation would be left without a duly elected Director or Directors.

Section 3.07 Filling Vacancies on the Board. Vacancies on the Board may be temporarily filled by a majority vote of the Directors then in office. Any and all Director vacancies, whether temporarily filled or not, may only be filled by an election of the general membership within 60 days either at the next general meeting or by a special election which ever comes first. Any Director elected via special election shall be limited to serving the term of the Director whose vacated seat is being filled by the newly elected Director.⁴

Section 3.08 No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 3.09 Meetings of the Board of Directors.

- (a) Place of Board Meetings. Meetings of the Board may be held at the principal office of the corporation or at any other place that has been designated in the notice of the meeting. The Officers of the corporation shall be encouraged to attend and participate in Board meetings.
- (b) Annual Board Meetings. The Board shall hold an annual meeting for the purpose of appointing Directors, selecting Officers, and transacting other business.

⁴ Bylaws amended by the GSRNC Board of Directors, approved by the membership in April 2018 and redundantly approved by the Board at their November 13, 2018.

- (c) Regular Board Meetings. Regular meetings of the Board, including the annual meeting, shall be held on such dates and at such times and places as may be from time to time fixed by the Board.
- (d) Special Board Meetings.
 - (i) Authority to Call. Special meetings of the Board for any purpose may be called at any time by the Chairperson of the Board, if any; the President; the Secretary; or any two Directors.
 - (ii) Notice. Special meetings of the Board shall be held upon four days' notice by first-class mail or forty-eight hours' notice given personally or by telephone, electronic mail, facsimile transmission or other similar means of communication. Any such notice shall be addressed or delivered to each Director at the Director's address as it is shown on the records of the corporation or as may have been given to the corporation by the Director for purposes of notice.
- (e) Quorum for Board Meetings. A majority of the Directors then in office shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present is an act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. An evenly divided, or tie, vote of Directors shall be deemed a negative vote on the action at issue.
- (f) Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this section shall be deemed to be equivalent to presence in person at such meeting.
- (g) Voting by Proxy. An absent Director may give his or her proxy to a Director in attendance at a Board meeting. The absent Director shall provide a signed statement indicating that a named Director may vote on his or her behalf on a specific issue, or on all issues at a specific meeting. Prior to the exercise of any proxy vote, a signed original proxy document must be submitted to the Chairperson of the Board, if any, or the Secretary. A proxy shall be counted in determining whether a quorum is present.
- (h) Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given, before the time of the continuation of the meeting, to the Directors who were not present at the time of the adjournment.

Section 3.10 Notice of Board Meetings.

- (a) Manner of Giving Notice. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient whom the person giving the notice

has reason to believe will promptly communicate it to the recipient. Notice given by electronic mail or facsimile transmission shall be deemed to have been given at the time it is transmitted.

- (b) Contents of Notice. The notice shall state the time of the meeting and the place if the place is other than the principal office of the corporation. The notice need not specify the purpose of the meeting, unless the purpose of the meeting is removal of a Director.
- (c) Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice, signs a written consent to holding the meeting, attends the meeting without protesting the lack of notice, or fails to object to the minutes thereof. Any such waivers and consents shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 3.11 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 3.12 Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

Section 3.13 Fees and Compensation. Directors shall not receive any compensation for their services; however, the Board may approve the reimbursement of a Director's actual and necessary expenses incurred in the conduct of the corporation's business. The corporation may carry liability insurance respecting the conduct of the corporation's business by the Directors.

Section 3.14 Qualifications of Directors. The following should be considered desirable traits when appointing or nominating Directors: experience in group decision-making; demonstrated ability to be objective and deliberative in the approach to complex, multidimensional problems; willingness to contribute time and effort to the affairs of the corporation; and willingness to abide by resolutions dealing with conflict of interest. The membership of the Board should represent a cross section of the community. In order for an individual to be eligible for the position of an Elected Director, they must be a member in good standing of GSRNC for the twelve (12) consecutive months prior to installation in that position.⁵

Section 3.15 Powers of Directors.

- (a) General Powers. Subject to the limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person(s), a management company or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

⁵ Bylaws amended by resolution of the GSRNC Board of Directors on March 24, 2009.

- (b) **Specific Powers.** Without prejudice to the general powers set forth immediately above, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws and permitted by law:
- (1) To select and remove all the Officers of the corporation; prescribe such powers and duties for them as is consistent with law, the Articles of Incorporation or these Bylaws; fix their compensation; and require from them security for faithful service;
 - (2) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles of Incorporation or these Bylaws, as they may deem best;
 - (3) To adopt, make, and use a corporate seal and to alter the form of the seal from time to time, as they may deem best;
 - (4) To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities therefor;
 - (5) To carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage;
 - (6) To act as trustee under any trust incidental to the principal object of the corporation and to receive, hold, administer, exchange, and expend funds and property subject to such trust.
- (c) **Board's Ultimate Authority.** No assignment, referral, or delegation of authority by the Board or anyone else shall preclude the Board from exercising the authority required to meet its responsibility for the conduct of the activities of the corporation, and the Board shall retain the right to rescind any such delegation.

Section 3.16 Responsibilities of Directors.

- (a) **Prudent Director.** A Director shall perform the duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.
- (b) **Reasonable Reliance.** In performing his or her duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data in each case prepared or presented by:
- (1) **Corporate Officers or Employees.** One or more Officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
 - (2) **Professionals.** Legal counsel, independent accountants, or other persons regarding matters the Director believes to be within such person's professional or expert competence; or
 - (3) **Board Committee.** 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 therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

- (c) Investments. Except with respect to assets which are directly related to the corporation's charitable programs, in investing, reinvesting, purchasing, acquiring, exchanging, selling, and managing the corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the corporation's capital.

ARTICLE 4 OFFICERS

Section 4.01 Officers. The Officers of the corporation shall be a President, Secretary, and Treasurer. The corporation may also have, at the discretion of the Board, one or more Vice Presidents.⁶ Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the President or Chairperson of the Board.

Section 4.02 Appointment of Officers. The Officers of the corporation shall be appointed by a majority vote of the Board and shall serve at the pleasure of the Board. The Officers shall hold their respective offices until their resignation, removal, or other disqualification from service or until their respective successors shall be appointed.

Section 4.03 Removal. Any Officer may be removed, with or without cause, by the Board at any time. The Board may choose to delegate removal authority to the President.

Section 4.04 Resignation. Any Officer may resign at any time by giving written notice to the Board.

Section 4.05 Vacancies. A vacancy in any office shall be filled in the manner prescribed in these Bylaws for regular appointment to such office.

Section 4.06 President. The President is the general manager, executive director, and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and Officers of the corporation. The President shall preside, in the absence of the Chairperson of the Board or if there is no Chairperson, at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of President and general manager of a corporation and has such other powers and duties as may be prescribed from time to time by the Board or these Bylaws.

Section 4.07 Vice President. In the absence or disability of the President, any Vice President may perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. In the event that there is more than one Vice President, the Board of Directors shall determine, by majority vote, which Vice President shall perform the President's duties. The Vice President shall have such other powers and perform

⁶ Bylaws amended by resolution of the GSRNC Board of Directors on January 12, 2003.

such other duties as from time to time may be prescribed by the Board, the President or these Bylaws.⁷

Section 4.08 Secretary.

(a) Book of Minutes and Seal. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings, proceedings, and actions of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at Board and Board-committee meetings. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the corporation's Articles and Bylaws, as amended to date. The Secretary shall keep the seal of the corporation and shall affix the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument.

(b) Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall make the Board meeting minutes available to all members promptly after the meetings. The Secretary shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the Treasurer. In general, the Secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or these Bylaws.

Section 4.09 Treasurer.

(a) Books of Account. The Treasurer is the chief financial officer of the corporation. The Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, and disbursements. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall at all reasonable times be open to inspection by any Director.

(b) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated from time to time by the Board. The Treasurer shall disburse, or cause to be disbursed, the funds of the corporation as may be ordered by the Board and shall render to the President and Directors, upon request, an account of all transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall provide to the Board at all regular meetings an operating Statement and report since the last preceding regular meeting of the Board. Upon request of the Board or as required by law, the Treasurer shall cause the books of account to be audited or reviewed by a certified public accountant and a report of such audit or review shall be presented to the Board.⁸ The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

⁷ Bylaws amended by resolution of the GSRNC Board of Directors on January 12, 2003.

⁸ Bylaws amended by resolution of the GSRNC Board of Directors on January 12, 2003.

ARTICLE 5 MEMBERS

Section 5.01 Members. The corporation shall have one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation, these Bylaws, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.

Section 5.02 Admission of Members. Applicants shall be admitted to membership status upon signing the corporation's Volunteer Agreement, signing the corporation's Code of Conduct, and paying the first year's dues.

Section 5.03 Members Qualifications for Voting. A member shall be qualified to vote if he or she meets all of the following conditions: he or she is over the age of majority in this state; has an interest in the German Shepherd Dog breed and a commitment to rescue of these dogs as demonstrated by six months service as a volunteer; and is otherwise a member in good standing.

Section 5.04 Membership Dues. The Board may determine by resolution the annual dues payable to the corporation by members. The Board may elect to waive dues for any individual member.

Section 5.05 Membership Book. The corporation shall keep a membership book containing the name and address of each member and volunteer. The membership book shall be maintained on the corporation's computer database. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. After completion of annual dues collection each year, the Secretary shall prepare a list of all members who will be qualified to vote at the annual General Membership Meeting.⁹

Section 5.06 Nonliability of Members. A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 5.07 Nontransferability of Memberships. No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's resignation, termination, or death.

Section 5.08 Termination of Memberships. All rights of a member in the corporation shall cease on termination of membership as herein provided. The membership of a member shall terminate upon the occurrence of any of the following events:

- (a) Resignation. Upon his or her written notice of resignation delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of receipt of the notice.

⁹ Bylaws amended by resolution of the GSRNC Board of Directors on March 18, 2006.

- (b) Termination for Nonpayment of Dues. Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to take effect thirty days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty day period following the member's receipt of the written notification of delinquency.
- (c) Termination for Cause. After providing the member with written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

Section 5.09 Suspension of Memberships.

- (a) Sixty Day Suspension. The Board of Directors may by a majority vote elect to suspend the membership of a member for up to sixty days while investigating allegations that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.
- (b) Six Month Suspension. The Board of Directors may by a majority vote elect to suspend the membership of a member for up to six months if the Board finds that the member has repeatedly and willfully violated the corporation's Code of Conduct.
- (c) During the suspension period, the member shall have no rights in the corporation, including, but not limited to, voting rights and rights of participation in the corporation's events, meetings, and communications.
- (d) The suspension of membership shall be effective upon receipt of written notice from the President or Secretary.
- (e) The Board may choose to delegate the authority to suspend membership to a committee comprised of a minimum of three Directors.

Section 5.10 Meetings of Members.

- (a) Place of Meetings. Meetings of members shall be held at the principal office of the corporation or at such other place or places as may be designated from time to time by resolution of the Board of Directors.
- (b) Conduct of Meetings. Meetings of members shall be presided over by the Chairperson of the Board, if any; or by the President of the corporation; or, in his or her absence, by any Officer of the corporation; or, in the absence of all of these persons, by a person chosen by a majority of the voting members present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the meeting.
- (c) Meetings shall be governed by informal rules. Such rules may be revised from time to time, insofar as they are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.
- (d) General Meetings of Members. A general meeting of members shall be held in February of each year or at some other time and date determined by the Board of Directors, with proper notice to the members. The purposes of said meeting shall include electing Elected Directors and transacting other business as may come before the meeting. The annual meeting of

members for the purpose of electing Elected Directors shall be deemed a General Membership Meeting.

- (e) Special Meetings of Members. Special meetings of the members shall be called by the Board of Directors, the Chairperson of the Board, or the President, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.
- (f) Quorum. A quorum shall consist of twenty percent of the voting members of the corporation. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.
- (g) Majority Vote Constitutes Membership Action. Every act or decision by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater than a majority.

Section 5.11 Election of Elected Directors.

- (a) Voting. Voting shall be by ballot only. In the case of electing the Elected Directors, each voting member may cast only one vote for each vacant position. If there are multiple candidates, a plurality vote is sufficient and the candidates receiving the highest number of votes for each office shall be determined elected. The candidate with the most votes shall be elected and the candidate with the second most votes shall be elected, etc. until the positions are filled. Ties shall be resolved by a runoff between the tied candidates. Members may not vote for any single candidate more than once. Once the voting has taken place and the ballots are collected they shall be turned over to an Election Committee for counting and verification.
- (b) Nominations. A Nominations Committee shall prepare a list of nominees willing to serve for each open Elected Director position and shall communicate the list to voting members at least ten days prior to the General Membership Meeting. This Nominations Committee shall be made up of Directors not up for election or of a group of voting members chosen by these Directors.
- (c) Regular Ballots. Each voting member of the corporation shall receive a ballot following the candidates' speeches at the General Membership Meeting. The ballots will have a list of the nomination committee's recommendation for each position or office, with space for self-nominated candidates or candidates nominated from the floor.
- (d) Absentee Ballots. Members will be provided with an absentee ballot prior to the General Membership Meeting. Such absentee ballots must be returned to the Secretary and postmarked no later than five days prior to the date of the General Membership Meeting. Such absentee ballots shall include a space for self-nominated candidates or candidates nominated from the floor. Each nominee may provide the President or Secretary of the Corporation a one-page document listing the nominee's qualifications and objectives should they be elected to the position for which they have been nominated, which shall be distributed to the General Membership with the written ballots.
- (e) Speeches. Prior to the membership voting, each candidate will be allowed to make up to a five-minute speech to members, addressing his or her qualifications and objectives.

Section 5.12 Notice of Meetings of Members.

- (a) Manner of Giving Notice. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission to the recipient. Notice given by electronic mail or facsimile transmission shall be deemed to have been given at the time it is actually transmitted.
- (b) Contents of Notice. The notice shall state the time of the meeting and the place if the place is other than the principal office of the corporation. The notice need not specify the purpose of the meeting, unless required by law.

Section 5.13 Member's Inspection Rights. Upon payment of reasonable expenses, members shall have the right to inspect and copy the following documents, if the purpose of such inspection is reasonably related to their volunteer activities on behalf of the corporation, and if such inspection occurs at a reasonable time and at the corporation's principal office:

- (a) Articles of Incorporation;
- (b) Bylaws;
- (c) Records of members names and addresses;
- (d) Meeting minutes;
- (e) Financial records; and
- (f) Other documents if required by law.

ARTICLE 6 COMMITTEES

Section 6.01 Creation of Committees and Appointment of Committee Chairpersons. The Board may, by resolution, create one or more standing or ad hoc committees, to serve at the pleasure of the Board. The Directors shall appoint the chairpersons of such committees unless such authority is delegated to the President. In addition, the President may create one or more standing or ad hoc committees, to serve at the pleasure of the President.

Section 6.02 Committee Meetings, Notice, and Voting. Meetings of a committee may be called by the President, the Chairperson of the committee, or a majority of the committee's voting members. Each committee shall meet as often as is necessary to perform its duties. Notice of a meeting of a committee may be given at any time and in any manner reasonably designed to inform the committee members of the time and place of the meeting. A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. A committee may take action by majority vote. Committees created by resolution of the Board shall report periodically to the Board. Committees created by the President shall report periodically to the President. Each committee may keep minutes of its proceedings.

Section 6.03 Committee Member Resignation and Removal. Any member of a committee may resign at any time by giving written notice to the chairperson of the committee or to the

President. Such resignation shall take effect upon the date of receipt or at any later time specified in the notice. The Board may, with or without cause, remove any appointed member of a committee created by the Board. The President may, with or without cause, remove any appointed member of a committee created by the President.

Section 6.04 The Ethics Committee¹⁰

The Ethics Committee is a standing committee authorized by the bylaws of the GSRNC. In the event of conflict between the bylaws set forth in this Paragraph 6.04 The Ethics Committee and elsewhere in the GSRNC bylaws, the bylaws set forth in this Paragraph 6.04 The Ethics Committee shall take precedence.

1. Purpose – The Ethics Committee shall provide a means and method for reporting, overseeing, administering, and determining the existence of alleged GSRNC Code of Conduct violations. The Ethics Committee shall review all documented complaints of Code of Conduct violations brought by individual GSRNC members pursuant to Paragraph 4.c.i of this Article 6, or by the GSRNC Board of Directors pursuant to Paragraph, 4.c.ii of this Article 6. The Ethics Committee shall report to the Board of Directors the nature of the alleged violation, the means and methods of investigation undertaken by the Ethics Committee, and their conclusions and recommendation for each alleged violation.
2. Ethics Committee Makeup
 - a. Membership requirements – A member must be in good standing and have one year of GSRNC volunteer experience to be eligible for Ethics Committee membership.
 - b. The Ethics Committee shall consist of 3 non-board members.
 - c. Election – All Ethics Committee members shall be elected by the general membership, with the exception that the initial three members shall be appointed by a majority vote of the Board of Directors.
 - d. Term of office – Three years with staggered terms.
 - e. Termination, Suspension or Resignation of Ethics Committee Members – Termination or suspension of an Ethics Committee member shall only be accomplished by a unanimous vote of the Board of Directors. A resignation of an Ethics Committee member shall be deemed effective immediately upon receipt of a written or electronic record (email) resignation by the GSRNC Secretary.
 - f. In the event of an Ethics Committee vacancy, the Board of Directors shall appoint an interim Ethics Committee member who shall serve until the next annual election. At the next annual election, the Ethics Committee position will be elected for the remainder of the term of the person he/she

¹⁰ Bylaws amended by the GSRNC Board of Directors in February 11, 2020 and approved by the membership March 2020.

is replacing. The interim member may run at his/her discretion in the next election.

3. Ethics Committee Bylaws Changes

- a. Amendment of Ethics Committee bylaws – Amendment of Ethics Committee bylaws shall be only be accomplished by a 2/3 vote of the votes cast by the general membership. Members actively serving on The Board of Directors are specifically excluded from amending Ethics Committee bylaws, except as required to implement The Ethics Committee within 1 year or less of adoption of this Section 6.04 by the general membership.
- b. The Ethics Committee can only be eliminated by a 2/3 vote of the general membership.

4. Procedural Rules:

- a. All investigations conducted by the Ethics Committee and associated documentation shall be considered confidential by the Ethics Committee and Board, which may include review by GSRNC's legal counsel.
- b. Minutes – The Ethics Committee shall record and archive the minutes of all official Ethics Committee meetings. Such minutes shall be Ethics Committee and Board confidential.
- c. Code of Conduct Complaints -
 - i. The Ethics Committee shall resolve all complaints of violation of the Code of Conduct from any member in good standing at the time of the complaint against any other GSRNC member. The Ethics Committee shall only take action when a complaint is delivered in writing, or electronic record (email) from a GSRNC member to a member of the Ethics Committee. The Ethics Committee shall act on a complaint in a timely manner in accordance with the complexity of the issue.
 - ii. The Ethics Committee shall also consider all Code of Conduct Complaints from the Board of Directors which result from a simple majority vote of the Board of Directors.
 - iii. In the event that an Ethics Committee member is the complainant or a target of a complaint, the Board of Directors shall designate an alternate Ethics Committee member from the membership for the purposes of this particular investigation. That alternate Ethics Committee member may not be a Director.
- d. Quorum – For purposes of official meetings, 2 of 3 Ethics Committee members must be present.
- e. Voting - Three Ethics Committee members must be present for a vote. Ethics Committee actions shall be carried by 2 out of the 3 votes.
- f. Reporting to Board of Directors requirements – All Code of Conduct Complaints require an Ethics Committee written summary statement of the complaint specifics to the Board of Directors with a recommendation for

either: no action, a specified disciplinary action: warning, temporary suspension or permanent expulsion of the member(s) involved.

- g. Timeliness – The Board of Directors shall act upon an Ethics Committee recommendation as set forth herein by a formal vote, either approving or disapproving the Ethics Committee’s recommended disciplinary action:
 - i. Standard Ethics Committee recommendation – within 45 days from receipt of recommendation by the GSRNC Secretary.
 - ii. Urgent Ethics Committee recommendation – within 5 days, from receipt of recommendation by the GSRNC Secretary.

5. Concurrent Voting with the Board of Directors

- a. The vote of the Ethics Committee on Ethics Committee recommended motions shall constitute 1/3 of the total vote with the Board of Directors.
- b. An Ethics Committee recommended motion must be approved by a minimum 60% vote of the Ethics Committee plus Board total joint vote.
- c. If a Board of Directors member is the subject of an Ethics Committee recommendation, that Board member must recuse him/herself from the vote.
- d. Failure of the Board of Directors to concur with the Ethics Committee recommended disciplinary measure by a 60% or greater vote of approval, including the Ethics Committee joint vote, shall relieve the Ethics Committee of any further responsibility in the complaint, except reporting the result to the complainant.

- 6. The Ethics Committee shall report to the Complainant, in writing, the findings of the Ethics Committee and/or any joint Ethics Committee//Board of Directors determination.

ARTICLE 7 INDEMNIFICATION AND INSURANCE

Section 7.01 Indemnification. The corporation shall, to the maximum extent permitted by the California Nonprofit Public Benefit Corporation Law, and in accordance with that law, 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 any such person is or was an agent of the corporation. For purposes of this section, an “agent” of the corporation includes any person who is or was a Director, Officer, employee, or other agent of the corporation; or is or was serving at the request of the Corporation as an Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise.

Section 7.02 Insurance. The corporation may purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such whether or not the corporation would have the power to indemnify the agent against such liability under provisions of this Article, except

for insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Corporations Code (self-dealing transactions).

ARTICLE 8 AMENDMENTS

Section 8.01 Amendment of Bylaws. New Bylaws may be adopted or these Bylaws may be amended or repealed by majority vote of the Board.

ARTICLE 9 OTHER PROVISIONS

Section 9.01 Validity of Instruments. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the President or Vice President and the Secretary or Treasurer of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same. The Board shall delegate authority to sign any such instruments to any other person(s). Unless so authorized by the Board, 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 amount.

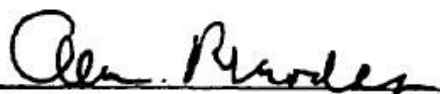
Section 9.02 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Corporations Code shall govern the construction of these Bylaws. The captions and headings in these Bylaws are for convenience only and are not intended to limit or define the scope or effect of any provision.

Section 9.03 Fiscal Year. The fiscal year of the corporation shall be the calendar year.

CERTIFICATE OF ADOPTION OF BYLAWS

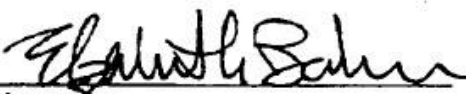
I certify that I am the Incorporator of GERMAN SHEPHERD RESCUE OF NORTHERN CALIFORNIA, INC., a California nonprofit public benefit corporation, and that the foregoing Bylaws, comprising 13 pages, constitute the Bylaws of said corporation as adopted by me on June 28, 2001.

Alan Rhodes, Incorporator


Signature

IN WITNESS WHEREOF, I have signed my name to this certificate on June 28, 2001.

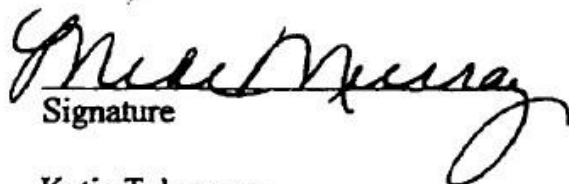
Elizabeth Baker


Signature

Katie Cudlin


Signature

Mike Murray


Signature

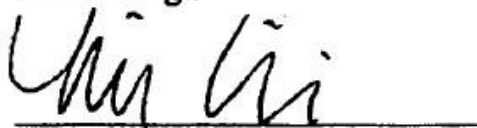
Steve Oppenheimer


Signature

Katie Takemura


Signature

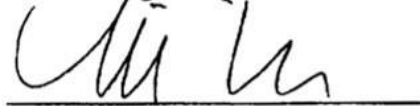
Monica Vigil


Signature

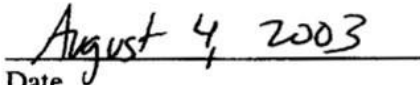
CERTIFICATE OF AMENDMENT OF BYLAWS

I certify that I am a Director of GERMAN SHEPHERD RESCUE OF NORTHERN CALIFORNIA, INC., a California nonprofit public benefit corporation, and that the foregoing Bylaws, comprising 14 pages, constitute the Bylaws of said corporation as amended by resolution of the Board of Directors.

Monica Vigil



Signature

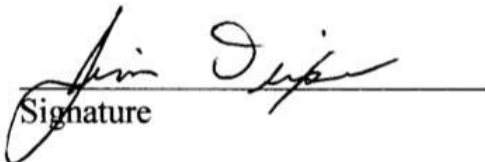


Date

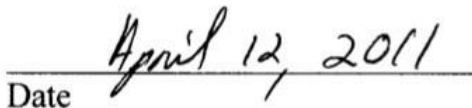
CERTIFICATE OF AMENDMENT OF BYLAWS

I certify that I am a Director of GERMAN SHEPHERD RESCUE OF NORTHERN CALIFORNIA, INC., a California nonprofit public benefit corporation, and that the foregoing Bylaws, comprising 15 pages, constitute the Bylaws of said corporation as amended by resolutions of the Board of Directors.

Jim Dixon



Signature



Date

CERTIFICATE OF AMENDMENT OF BYLAWS

I certify that I am a Director of GERMAN SHEPHERD RESCUE OF NORTHERN CALIFORNIA, INC., a California nonprofit public benefit corporation, and that the foregoing Bylaws, comprising 12 pages of text, 3 previous certifications and this certification, constitute the Bylaws of said corporation as amended by resolutions of the Board of Directors.

The update to the previous April 12, 2011 bylaws presented and certified by this document were approved by the membership in April 2018 and redundantly approved by the Board at their November 13, 2018 meeting as documented in the minutes (which include the Bylaw changes as an attachment) of that meeting.

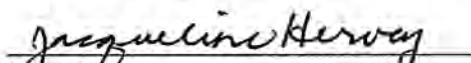

Signature

January 5, 2019
Date

I certify that I am a Director of GERMAN SHEPHERD RESCUE OF NORTHERN CALIFORNIA, INC., a California nonprofit public benefit corporation, and that the foregoing Bylaws, comprising 15 pages of text, 4 previous certifications and this certification, constitute the Bylaws of said corporation as amended by resolutions of the Board of Directors.

The update to the previous January 5, 2019 bylaws presented and certified by this document were approved by the Board at their February 11, 2020 meeting as documented in the minutes of that meeting and were approved by the membership in March of 2020.

Jacqueline Hervey


Signature

JUNE 10, 2020
Date