

BYLAWS  
OF SHELTYE RESCUE OF UTAH, INC.

ARTICLE I  
OFFICES

The principal office of the corporation in the State of Utah shall be located at 1930 Viscounti Drive, Sandy, Utah 84093. The corporation may have such other offices, either within or without the State of Utah, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in Utah a registered office and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office in Utah. The registered agent and the registered office may be changed from time to time by the Board of Directors.

ARTICLE II  
BOARD OF DIRECTORS

Section 1. Governing Body. The Board of Directors shall serve as the governing body for the corporation, and shall manage all of its affairs and properties.

Section 2. Number and Qualification of Directors. The authorized number of directors of the corporation shall be five, until changed by amendment to this bylaw.

Section 3. Election and Term of Office. Terms of office for Directors shall be two years and shall be staggered so that all terms do not expire at once. The Directors to fill expiring terms shall be elected by majority vote of the existing Board at its first meeting following the beginning of the fiscal year ("annual meeting"), but if any such annual meeting is not held, or the Directors are not elected at the annual meeting, the Directors may be elected at a special meeting of the Board held for that purpose as soon thereafter as convenient. All Directors shall hold office until their respective successors are elected. A Director can be removed from office at any time for good cause, however, by a majority vote of the Board.

Section 4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw. The Board of Directors may provide by resolution the time and place, either within or without Utah, for the holding of additional regular meetings of the Board without other notice than the resolution.

Section 5. Special Meetings. Special meetings of the

Board of Directors may be called by any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without Utah, as the place for holding any special meeting of the Board called by them.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least ten days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at the Director's address as shown by the records of the corporation. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, the notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of the meeting, unless specifically required by law or by these bylaws.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. However, if less than a majority of the Directors are present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Directors may participate in a meeting of the Board by means of conference telephone or similar communication equipment, by means of which all persons participating in the meeting can hear one another. Such participation in a meeting shall constitute presence in person at the meeting.

Section 8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the

Director's predecessor in office.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

Section 11. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 12. Resignation. Any member of the Board of Directors may, upon written notice given not less than thirty days prior to effect, resign. Any member absent from two or more meetings of the Board as officially called through prior written notice shall automatically be deemed to have resigned from this Board if the Board so wishes.

### ARTICLE III OFFICERS

Section 1. The Board may appoint or, in its discretion, employ a Secretary and a Treasurer.

Section 2. The Secretary shall issue all written notices of meetings, or shall designate the chief executive officer to do same in the Secretary's place. The Secretary shall be the keeper of the corporate seal, and shall attest his or her signature to all written contracts, if deemed necessary. The Secretary shall, further, keep all corporate records of the corporation, including minutes of all official meetings and shall perform all duties assigned to the Secretary by the Board.

Section 3. The Treasurer shall audit or cause to have audited the books of regular account and submit them, together with vouchers, receipts, records, and other papers, to the Board of Directors for their examination and approval as often as they may require; and shall make a report or cause to have made a report of the financial condition of the corporation so that the report may be submitted to all Governing Members. The Treasurer shall, further, perform all other duties as assigned to the Treasurer by the Board.

Section 4. The Board of Directors may appoint such

other officers as the conduct of the corporation may require, each of whom shall have authority and perform such duties as are provided in these bylaws or as the Board of Directors may from time to time specify, and shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve.

Section 5. Officers and other employees of the corporation shall receive such salaries or other compensation as shall be determined by resolution of the Board of Directors, adopted in advance or after the rendering of the services, or by employment contracts entered into by the Board of Directors.

#### ARTICLE III COMMITTEES

Section 1. There shall be any number of committees made up of members of the Board of Directors or other individuals who are appointed to the committees by the Board.

#### ARTICLE IV MISCELLANEOUS

Section 1. Seal. The Board of Directors shall provide a suitable seal for the corporation.

Section 2. Not-for-Profit Purpose. The corporation shall maintain adherence to state and federal laws governing not-for-profit organizations and shall adhere to the requirements of the Internal Revenue Code Section 501(c)(3).

Section 3. Indemnification of Directors and Officers.  
When a person is sued, either alone or with others, because he or she is or was a director or officer of the corporation, or of another corporation serving at the request of this corporation, in any proceeding arising out of the person's alleged misfeasance or nonfeasance in the performance of the person's duties or out of any alleged wrongful act against the corporation or by the corporation, the person shall be indemnified for his or her reasonable expenses, including attorney fees incurred in the defense of the proceeding, if both of the following conditions exist:

- (a) The person sued is successful in whole or in part, or the proceeding against him or her is settled with the approval of the court.

(b) The court finds that the person's conduct fairly and equitably merits such indemnity.

The amount of indemnity which may be assessed against the corporation, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorney fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to that person in connection with the defense. The court may order the fees and expenses to be paid directly to the attorney or other person, although he or she is not a party to the proceeding. Notice of an application for indemnity shall be served on the corporation, its receiver, or its trustee, and on the plaintiff and other parties to the proceeding. The court may order notice to be given also to the Board of Directors in the manner provided in Article III for giving notice meetings in such form as the court directs.

The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any resolution, agreement, vote of disinterested directors or otherwise, both as to any action in a person's official capacity and as to any action in another capacity while holding office. The right to indemnification shall continue as to a person who has ceased to be a director, officer, employee agent and shall inure to the benefit of the heirs, executors, and administrators of that person.

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the corporation would have the power to indemnify the person against liability under the provisions of this section.

Section 4. Checks, Drafts, Etc. 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. The funds of the corporation shall be deposited in such banks and other depositories as the Board of Directors may select.

Section 5. Annual Report. An annual report shall be prepared and sent to each member of the Board of Directors. This report shall be sent within no later than 30 days before the annual meeting of the board, and at such other times as may be deemed appropriate by the Board of Directors.

Section 6. Contracts, Deeds, Etc. The Board of Directors 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. Such authority may be general or confined to specific instances.

Section 7. Fiscal Year. The Board of Directors shall have the power to fix and from time to time change the fiscal year of the corporation. In the absence of action by the Board of Directors, however, the fiscal year of the corporation shall begin on the 1<sup>st</sup> day of January of each year.

ARTICLE XII  
AMENDMENTS TO BYLAWS

These bylaws may only be altered, amended, or repealed and new bylaws may be adopted by a unanimous vote of the Directors.

DATED this 19<sup>th</sup> day of March, 2003.

BOARD OF DIRECTORS:

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Jim Melton

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Barbara A. Edelberg

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Caren Ciampini

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Marie Miles

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Julene Mathews