

BY-LAWS
OF
P.A.W.S (Pet Assistance and Welfare Services)
A COMMONWEALTH NON-PROFIT CORPORATION

ARTICLE I

The name of this non-profit corporation shall be:

P.A.W.S (Pet Assistance and Welfare Services)

ARTICLE II

The principal office of the corporation shall be located at second floor Horiguchi building Saipan – Garapan, Commonwealth of the Northern Mariana Islands (CNMI)

ARTICLE III

Section 1. Place of Meetings

All meetings of the membership shall be held at the office of the Corporation, CNMI as may be designated for that purpose from time to time by the Board of Directors.

Section 2. Annual Membership Meetings

The annual meeting of the members shall be held, each year, at the time and on the day following:

Time of Meeting: 12:00 Noon

Date of Meeting: March 3rd

If this day shall be a legal holiday, then the meeting shall be held on the next succeeding business day, at the same hour. At the annual meeting, the member shall elect a Board of Directors, consider reports of the affairs of the corporation and transact such other business as may properly be brought before the meeting.

Section 3. Special Membership Meetings

Special meetings of the members for any purpose or purposes may be called at any time by the President, Vice-President, Secretary, Treasurer or by the Board of Directors or by not less than one-fifth (1/5) of the members of the corporation.

ARTICLE IV

Section 1. Board of Directors

The Board of Directors shall consist of 7 members who shall be elected at the annual membership meeting by the membership of the corporation. The term of office of each director shall be until the next annual meeting and the election and qualification of his successor.

Section 2. Meetings of the Board

The Board of Directors shall have quarterly meetings the following dates:

January 15

April 15

July 15

October 15

The Board of Directors shall have such other meetings as are called by any two members of the Board of Directors, provided, however that notice be given at least two days in advance to the other members of the Board.

Section 3. Quorum

A majority (3/5) members of the Board of Directors shall constitute a quorum to conduct any business before the Board.

Section 4. Board Decisions

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.

Section 5. Vacancies

Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 6. Compensation

Directors as such shall not receive any stated salaries for their service, but by resolution of the Board of Directors, a fixed sum and expenses, if any, may be allowed for attendance at any regular or special meeting of the Board of Directors. Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 7. Management

The Board of Directors shall be vested with the power responsibility for the management of the corporation.

ARTICLE V

Section 1. Officers

The officers of the corporation shall be a President, Vice President, Secretary, Treasurer and any such other offices as may be elected by the Board of Directors.

Section 2. Election and Term of Office

The officers of the corporation shall be elected by the Board of Directors and shall **serve** for one (1) year. Any officers may be removed by the Board when in its judgment the best interest of the corporation would be served thereby.

Section 3. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpected portion of the term.

Section 4. Powers and Duties

a. President

The Principal duties of the president shall be to preside at all meetings of the members and the Board of Directors and to have a general supervision of the affairs of the corporation.

b. Vice President

The principal duties of the vice president shall be to discharge the duties of the president, in the absence or disability, for any cause whatsoever, of the president.

c. Secreta

The principal duties of the secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto and to do such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the board of directors, and to safely and systematically keep all books records, papers, and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the treasurer.

d. Treasurer

The principal duties of the treasurer shall be to keep an account of all monies, credits and property of any kind and every nature of the corporation which shall come in his hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render such amounts, statements, and inventories of monies received and disbursed and of money and property on hand. and generally of all matters pertaining to his office, as shall be required by the board of directors.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the board of directors, or as may be prescribed from time to time by the bylaws.

ARTICLE VI

The Board of Directors may establish committees and appoint chairmen as needed.

ARTICLE VII

Section 1. Contracts

The Board of Directors may authorize any officers, or agent of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of the corporation and on its behalf.

Section 2. Checks. Drafts. and Orders

All checks, drafts, and Orders for payment of money, notes, or other evidences of indebtedness issued in the care of the corporation, shall be signed by such officers of officers, agent or agents of the

corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instruments as will be signed by the Treasurer and countersigned by the Secretary.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, savings and loans, or other depositories as the Board may select.

Section 4. Gift

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, devise, or grant for any purpose of the corporation.

Section 5. Federal Grants

Any funds which are received from Federal grants shall be controlled in accordance with the procedures established by the grantor agency.

ARTICLE VIII

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and Committees.

ARTICLE IX

The qualifications for membership in the corporation shall be as follows:

ARTICLE X

These By-Laws may be altered, amended, or repealed, and new by-laws may be adopted by a majority of the directors present and voting at any regular or special meeting, provided that at least five (5) days written notice is given to each directors of the intention to alter, amend, or repeal, or add new by-Laws.

DATE: July 24, 1995

