BYLAWS
OF
NORTH VALLEY ANIMAL DISASTER GROUP
A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE 1
OFFICES

SECTION 1. NAME

This organization shall be known as the North Valley Disaster Group and shall be referred to as the NVADG in this document.

SECTION 2. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Butte County, California.

SECTION 3. OTHER OFFICES

The NVADG may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

ARTICLE 2
PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary mission of the NVADG is to provide charitable assistance to the general public by working together with public and private agencies in the North Valley of California for the evacuation and sheltering of animals during a disaster. As able, the NVADG will respond to requests for mutual aid from other jurisdictions.

The primary objectives and purposes of the NVADG shall be to promote the safety and well-being of all domestic and farm animals affected by a disaster with emergency temporary sheltering, evacuation, animal health care, and identification for reuniting animals with their owners.

These objectives will be accomplished by:

a. using trained volunteers

b. educating governmental and non-governmental agencies and animal owners about the importance of disaster preparedness

c. providing training exercises and disaster drills;

d. establishing and maintaining an Emergency Resource Directory of all providers of services and supplies available for our purposes;

ARTICLE 3
LIMITATIONS

SECTION 1.
The corporation shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of its funds shall inure to the benefit of or be distributed to the members of the corporation. On dissolution of the corporation, any funds remaining after payment of the corporation's obligations shall be distributed to one or more organizations organized and operated for social welfare purposes within the meaning of Section 501(c)(3) of the Internal Revenue code.

SECTION 2.
Nothing contained in these bylaws shall authorize or empower the corporation to perform or engage in any acts or practices which would cause the corporation to lose its status as a tax-exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue code of 1954, or the corresponding provision of any future United States Internal Revenue Law..

ARTICLE 4
DIRECTORS

SECTION 1. NUMBER

The NVADG shall have not less than three (3) nor more than eleven (11) directors, with the exact number to be fixed within these limits by approval of the Board of Directors ~~or the members, if any,~~ in the manner provided in these Bylaws. Collectively they shall be known as the Board of Directors. The number may be changed by amendment as provided in these Bylaws.

SECTION 2. QUALIFICATIONS

Members of the Board of Directors shall be a minimum of eighteen (18) years of age, not an employee of the NVADG and shall live in the Counties of Butte, Tehama, or Glenn, CA.

SECTION 3. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws of this corporation, the activities and affairs of the NVADG shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the NVADG, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, agents and employees of the NVADG;

(c) Supervise all officers, agents and employees of the NVADG to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses with the Secretary of the NVADG and notices of meetings mailed or telegraphed or emailed to them at such addresses shall be valid notices thereof.

SECTION 5. TERMS OF OFFICE

Election and Term of Directors. Each director shall be elected for a term of 3 years. Directors may be elected for 2 terms, after which the director must resign and wait at least one year for a potential re-election.

1. **Staggered terms**. Efforts will be made to maintain an even number of staggered terms so that 1/3 of the board will be elected each year.
2. **Term Beginnings and endings**. The term of office of each director shall end on the last day of the fiscal year and begin on the first day of the new year.

SECTION 6. COMPENSATION

Directors as such shall not receive any compensation for their services, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

SECTION 7. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

(a) Any person currently being compensated by the NVADG for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 8. PLACE OF MEETINGS

Meetings shall be held at such places within the State of California which have been designated from time to time by agreement of the Board of Directors.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment.

SECTION 9. REGULAR AND ANNUAL MEETINGS

Regular meetings of Directors shall be held a minimum of six times per year, to be scheduled at the convenience of the directors.

New Directors shall be recruited, voted in and onboarded by the first two months of the fiscal year. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each director shall cast one vote.

SECTION 10. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Committees of the board, the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place, within the State of California, and the time designated by the person or persons calling the meeting.

SECTION 11. NOTICE OF MEETINGS

Notice of any special meeting of the Board of Directors shall be given at least four (4) days previous by written notice delivered personally or sent by mail, fax, or electronic mail to each director at the address as shown by the records of the corporation. The attendance of a director at any meeting shall constitute a waiver of notice of such 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 the Board of Directors need be specified in the notice or waiver of notice for such meeting, unless specifically required by law or by these bylaws.

SECTION 12. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 13. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 14. QUORUM FOR MEETINGS

A quorum shall consist of a majority (51%) of the current number of Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of the NVADG, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of the NVADG

SECTION 15. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of the NVADG, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 16. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Board, or in his or her absence, the Vice President of the NVADG or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the NVADG shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

The Board of Directors will operate using a simplified version of Robert's Rules of Order for matters of decisions affecting the corporation.

SECTION 17. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of the NVADG authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 18. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Directors may be removed without cause by a majority of the directors then in office.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the NVADG would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director. If the NVADG has members, however, vacancies created by the removal of a director may be filled only by the approval of the members. The members, if any, of the NVADG may elect a director at any time to fill any vacancy not filled by the directors.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

Section 19: **Standard of Care**.

1. **General**. A director shall perform the duties of a director, in good faith, in a manner

such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

2. In performing in duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each other case prepared or presented by:

   13.2.a. one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;
   13.2.b counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence.

   So long as in any such case, the director acts in good faith after reasonable inquiry when the need, therefore, is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

   A person who performs the duties of a director in accordance with this Section shall have no liability based upon a failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

SECTION 20. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the NVADG.

SECTION 21. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the NVADG (including a director, officer, employee or other agent of the NVADG) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the NVADG would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 22: INSPECTION

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents, and to inspect the physical properties of this corporation.

SECTION 23: EXECUTIVE COMPENSATION AND ANNUAL REVIEW

The Board of Directors shall review the Executive Director annually. The review should include a review of any compensation packages (including all benefits) of the Executive Director and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

SECTION 24: PROHIBITED TRANSACTIONS

This corporation may engage in a self-dealing transaction if the Board determines, before the transaction, that:

1. this corporation is entering into the transaction for its own benefit;
2. the transaction is fair and reasonable to this corporation at the time; and
3. after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Section 25: CONFLICT OF INTEREST

Every member of the Board of Directors shall complete an annual Conflict of Interest Disclosure Statement.

Section 26: ANTI-DISCRIMINATION/ INCLUSION STATEMENT

The corporation does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring, and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, volunteers, subcontractors, vendors, clients, council and. Board members. We will take measures to ensure against discrimination in outreach, advertisements, and promotions.

This corporation is an equal opportunity employer. We will not discriminate and will take affirmative action measures to ensure against discrimination in employment or other conditions of employment against any employee or job applicant on the basis of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity, or gender expression.

ARTICLE 4
OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the NVADG shall be a President, a Vice President, a Secretary, and a Treasurer. ~~The NVADG may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers.~~ Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President of the Board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any Director may serve as an officer of the NVADG. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office for up to two years at which point a new election shall be held.

SECTION 3. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors at any time with majority vote. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the NVADG. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

SECTION 5. DUTIES OF PRESIDENT

The President shall be of the chair of the Board for the NVADG and shall preside at all meetings of the Board of Directors. The President shall have such other powers and duties as may be prescribed by the Board or these Bylaws. Unless another person is specifically appointed as President of the Board of Directors, he or she shall preside at all meetings of the Board of Directors.

SECTION 6. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 7. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the NVADG the original, or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the NVADG or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the NVADG and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the NVADG under its seal is authorized by law or these Bylaws.

Exhibit at all reasonable times to any director of the NVADG, or to his or her agent or attorney, on request therefore, the Bylaws and the minutes of the proceedings of the directors of the NVADG.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of the NVADG, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 8. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the NVADG, and deposit all such funds in the name of the NVADG in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Oversee financial processes of the corporation: 1. Receive, and give receipt for, monies due and payable to the NVADG from any source whatsoever.2. Disburse, or cause to be disbursed, the funds of the NVADG as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the NVADG's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the NVADG, or to his or her agent or attorney, on request therefore.

Render to the President and directors, whenever requested, the financial condition of the NVADG.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the NVADG, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. COMPENSATION

No compensation shall be paid to any officer of the corporation.

ARTICLE 5
COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its board members (who may also be serving as officers of the NVADG) to constitute an Executive

Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the NVADG, except with respect to:

(a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all the members.

(b) The filling of vacancies on the board or on any committee which has the authority of the board.

(c) The fixing of compensation of the directors for serving on the board or on any committee.

(d) The amendment or repeal of Bylaws or the adoption of new Bylaws.

(e) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repeatable.

(f) The appointment of committees of the board or the members thereof.

(g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

(h) The approval of any transaction to which the NVADG is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. OTHER COMMITTEES

The NVADG shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory", “special”, or “ad hoc” committees and shall consist of a body of two or more persons appointed or elected by the Board of Directors to consider, or investigate, or take action in regard to certain matters or subjects, or to do all of these things.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

1. <u>Chairperson</u>. One member of each committee shall be appointed chairperson thereof.

2. <u>Vacancies</u>. Vacancies in the membership of any committee may be filled by appointment made in the manner as provided in the case of the original appointments.

3. <u>Quorum</u>. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a simple majority of the members present at the meeting shall constitute a quorum.

4. <u>Rules</u>. Each committee may adopt rules for committee governance not inconsistent with these bylaws or other rules adopted by the Board of Directors.

ARTICLE 6
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the NVADG to enter into any contract or execute and deliver any instrument in the name of and on behalf of the NVADG, and such authority may be general or confined to specific instances.

Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the NVADG by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the NVADG shall be signed by the Treasurer, Vice President, President, or Executive Director of the NVADG.

SECTION 3. DEPOSITS

All funds of the NVADG shall be deposited as soon as possible to the credit of the NVADG in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. INVESTMENTS.

Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this 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 this corporation's capital. No investment violates this Section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this contribution.

SECTION 5. GIFTS

The Board of Directors or appointed volunteers may accept on behalf of the NVADG any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation subject to the gift acceptance policies established by the Board.

ARTICLE 7
CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The NVADG shall keep at its principal office in the State of California.

(a) Minutes of all meetings of directors~~,~~ and committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its board members~~,~~ indicating their names and addresses and the termination date of any position held;

(d) A copy of the NVADG's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the board members of the NVADG at all reasonable times during office hours.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

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 NVADG.

SECTION 3. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 4. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS

The NVADG shall mail or deliver to all directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

(a) Any transaction in which the NVADG, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

(1) Any director or officer of the NVADG, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

ARTICLE 8
FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the NVADG shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 9
AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted.

ARTICLE 10
AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES

Any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors in accordance with Article 3 Section 15.

SECTION 2. CERTAIN AMENDMENTS

Notwithstanding the above sections of this Article, the NVADG shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the NVADG has filed a

"Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the directors in the Articles of Incorporation of the North Valley Animal Disaster Group, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of fourteen (14) pages, as the Bylaws of this corporation.

Dated: 11|21|2023

Norm Rosene, Director

Kim Groom, Director

Kathy Fracolli, Director

Leah Critchfield, Director

Thomas Smith, Director

Suzanne Hanson, DVM, Director

Kellie Cotter, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the **North Valley Animal Disaster Group** named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: 11/21/2023

Kim Groom, Secretary