

FLORIDA ALLIANCE FOR ANIMAL OWNERS RIGHTS, INC.  
BYLAWS

ARTICLE I. NAME AND PURPOSE

- A. The name of this organization shall be Florida Alliance for Animal Owners Rights, Inc., a Florida nonprofit corporation (hereinafter “Alliance”). The principal place of business and mailing address of the Alliance shall be 1912 Hoot Owl Hill • Tallahassee, Florida 32317.
- B. The purpose of the Alliance is to obtain legal permission for animal owners in Florida to use non-veterinarians to provide a variety of animal health care services for their animals and to educate the public about current restrictions and opportunities for change.

ARTICLE II. BOARD OF DIRECTORS

A. NUMBER

The Board of Directors shall consist of five (5) persons.

B. TERMS OF OFFICE

Directors shall be elected for a term of one (1) year. Members of the Board of Directors may serve multiple consecutive terms.

C. MANNER OF ELECTION

The Board of Directors shall elect the Board of Directors at the annual meeting by a majority vote.

D. MANNER OF REMOVAL

Members of the Board of Directors may be removed at any time with or without cause by a majority vote of the Board of Directors.

E. AUTHORITY

- 1. The Board of Directors shall have control of and be responsible for the management, programs, and property of this Alliance, and shall have the power to appoint or remove all appointees, including those directly employed by the Board of Directors, and shall have the power to do or require to be done everything deemed necessary or

expedient to promote the welfare for this Alliance. The Board of Directors shall be responsible for the conduct of all meetings including establishing floor privileges. The Board of Directors also shall be responsible for establishing policies of the Alliance.

2. The Board of Directors shall have the exclusive authority to elect officers of the Alliance.

### ARTICLE III. OFFICERS

#### A. NUMBERS AND TITLES

The officers of the Alliance shall be a President, a Vice President, and a Secretary-Treasurer, all of whom shall be elected from the Board of Directors, by the Board of Directors. These officers shall serve for a period of one (1) year and may succeed themselves. All officers have the authority, with prior approval of the Board of Directors, to enter into contracts which legally bind the Alliance.

#### B. PRESIDENT

The President shall be the chief executive officer of this Alliance and shall preside at all meetings of the Board of Directors. The power is vested in the Board of Directors to delegate to the President the authority to execute all legal documents by and for the Alliance with prior approval of the Board of Directors. The President shall deliver a comprehensive report to the membership of the Alliance at the annual meeting.

#### C. VICE PRESIDENT

The Vice-President shall assume all the duties of the President in the absence of the latter.

#### D. SECRETARY-TREASURER

1. The Secretary-Treasurer shall give due notice of the time and place of all meetings, take minutes, preserve the records of the Alliance, and perform such other duties usually expected of this officer; shall preserve in custody the corporate seal, by-laws, records, and archives for the Alliance, unless otherwise directed by the Board of

Directors; and shall answer and initiate general correspondence, keeping copies of all Alliance correspondence.

2. The Secretary-Treasurer shall have custody and charge of the financial records of the Alliance; shall receive and deposit all monies, trusts, and securities in the name of the Alliance; shall disburse funds as necessary; and shall perform other duties pertinent to this office.
3. The President, Vice-President and Secretary-Treasurer shall sign the signature card at the bank and shall have the responsibility of signature on all disbursements of the Alliance's funds. Two signatures are required for all disbursements over \$1,000.
4. The power is vested in the Board of Directors to delegate to the Secretary-Treasurer the authority to execute all fiscal documents for the Alliance with prior approval of the Board of Directors. The approval of the Board of Directors is required in order for an amount of more than \$1,000 to be withdrawn or transferred from the account of the Alliance.

#### ARTICLE IV. AMENDMENTS OF BYLAWS

Amendments to the bylaws may be made with a majority vote of the Board of Directors.

#### ARTICLE XI. OFFICERS' LIABILITY AND INDEMNIFICATION

- A. No officer of the Alliance shall be liable in money damages to any person by virtue of any action taken as part of the officer or director's responsibility unless:
  1. the officer has breached his or her duties to the Alliance, and said breach constitutes a violation of criminal law which the officer or director had, or should have had, reason to understand was such violation; or
  2. a transaction is involved from which the officer derives an improper benefit, or is committed in recklessness, bad faith, maliciousness, or willful and wanton disregard of human rights, safety, or property.

- B. The Alliance shall be entitled to, but not obligated to indemnify any officer of the Alliance for any civil liability incurred during the term of office for actions directly related to the role of officer, provided that such officer acted in good faith with reasonable belief that his or her actions were in the best interest of the Alliance and such indemnification is authorized by law. The Board of Directors shall have the authority to decide whether to indemnify any such person.

ARTICLE XII. DISPOSITION OF ASSETS

Upon dissolution of the corporation, the corporation assets will be donated to a nonprofit corporation with similar interests.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2003.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

6/1/04