

SECTION I.

ARTICLES OF ORGANIZATION, LOCATION, CORPORATE SEAL, FISCAL YEAR, MISSION STATEMENT

(Revised 9/10/07)

ARTICLES OF ORGANIZATION. The name of the Corporation shall be Mansfield Shelter Friends, Inc. and its purposes shall be those set forth in its Articles of Organization. These Bylaws, the powers of the Corporation, its members, directors, officers, and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to provisions of the Articles of Organization, the laws of the Commonwealth of Massachusetts and the Internal Revenue Code which relate to them.

LOCATION. The principal address of the Corporation in the Commonwealth of Massachusetts shall initially be 175 Fruit Street, Mansfield, Massachusetts 02048 the place set forth in the Articles of Organization. The Directors may change the location of the principal office by a majority vote of those present at any regular or any special meeting at which a quorum is present and acting throughout, and such change will take effect upon filing the required certificate with the Secretary of the Commonwealth of Massachusetts.

CORPORATE SEAL. The Directors may adopt and alter the seal of the Corporation by a majority vote taken at any regular or any special meeting at which a quorum is present and acting throughout.

FISCAL YEAR. The fiscal year of the Corporation shall end on the last day of May each year. The Directors may change the fiscal year by a majority vote taken at any regular or any special meeting at which a quorum is present and acting throughout, and such change will take effect upon filing the required certificate with the Secretary of the Commonwealth of Massachusetts.

MISSION STATEMENT. The mission of the Corporation shall be as stated here or as revised from time to time by the Directors by a majority vote of those present at any regular or any special meeting at which a quorum is present and acting throughout. The mission of the Mansfield Shelter Friends, Inc. is:

To decrease the number of homeless, neglected, displaced, and abused animals in Mansfield, Massachusetts and surrounding towns by: 1) providing financial support to the shelter and to needy members of the Mansfield Community in order to achieve the goal of ensuring that all dogs and cats in Mansfield, other than those belonging to responsible breeders working towards the betterment of a specific breed, are sterilized, 2) providing financial support to the Mansfield Animal Shelter to allow the shelter to provide the best medical care and facilities possible, within the Friend's available resources, for the animals under the Shelter's care and 3) assisting the Shelter in outreach efforts to find homes and foster homes for animals under the Shelter's care and recruit volunteers for the Shelter and MSF, Inc.

SECTION II. MEMBERS

CATEGORIES AND QUALIFICATIONS. Initially, there shall be one category of members, herein referred to as "Members". The Members shall initially consist of individuals who are current Individual, Senior, Student, Family, Cat's Meow, Man's Best Friend, and Lifetime Doggone Wonderful members at the time of a regular or special meeting. Individual Members shall be individuals, aged 21 years and greater, that have paid Individual dues within one year of the regular or special meeting. Senior Members shall be individuals, aged 65 years and greater, who have paid Senior dues within one year of the regular or special meeting. Family Members are adults, aged 21 years or greater, who belong to the immediate family and who reside at the address for which Family dues have been paid within one year of the regular or special meeting. Lifetime Members shall be individuals aged 21 years or older who have paid Lifetime dues at any time.

As of January 1, 2005 a new category of members shall be instituted, herein referred to as "Voting Members." Voting Members shall be Individual, Senior, Student, Family, Cat's Meow, Man's Best Friend, and Lifetime Doggone Wonderful members in good standing who have attended 51% or more of all regular and special meetings scheduled in the last 6 months prior to the meeting at which they wish to vote. As further described in these Bylaws, the Voting Members shall be empowered to vote on the election of Corporation Directors, and on such other matters as these Bylaws establish or the Directors present to them. To vote in an election after January 1, 2005, an individual must be in good standing as a Voting Member of the Corporation.

The Board of Directors may establish other categories of membership and define their rights and obligations by resolutions duly considered and adopted by a majority vote of those present at any regular or any special meeting at which a quorum is present and acting throughout. Such additional categories of members shall not require a revision of these Bylaws.

NUMBERS. The number of Members entitled to vote shall not be limited initially. The Board of Directors may create a limit by resolutions duly considered and adopted by a majority vote of those present at any regular or any special meeting at which a quorum is present and acting throughout.

DUES. All Members shall pay dues. The amount of Dues shall initially be \$25 for a one year Individual Membership, \$10 for a one year Senior or Student Membership, \$50 for a one year Family Membership, \$100 for a one year Cat's Meow Membership, \$250 for a one year Man's Best Friend Membership, and \$500 for a Lifetime Doggone Wonderful Membership. Lifetime memberships shall remain in effect for the lifetime of the Corporation. Dues may be changed by a majority vote of members entitled to vote at any Annual Meeting at which a quorum is present and acting throughout. Lifetime memberships established prior to changes in dues shall remain valid. Changes in dues shall not require a revision of these Bylaws.

ENROLLMENT. Any Member or Director, meeting the qualifications outlined above, who has not requested otherwise shall automatically be enrolled as a Member. After January 1, 2005, any member meeting the qualifications outlined above shall be automatically enrolled as a Voting Member. Subject to the numbers limits provided in these Bylaws as amended from time to time, the Voting Members may, by resolutions duly considered and adopted by a majority vote of those present at any regular or any special meeting at which a quorum is present, elect any individual to be a Director.

REMOVAL OF MEMBERS. A member in any category may be removed for behavior deemed harmful to the purposes and goals of the Corporation as determined by the Board of Directors in its sole discretion. Such a removal shall require a two-thirds vote of Directors present and voting at any regular or special meeting at which a quorum is present and acting throughout. No dues shall be returned if a member is removed.

POWERS, RIGHTS, RESPONSIBILITIES AND PRIVILEGES. Prior to January 1, 2005 all Members shall enjoy voting rights of the Corporation for all matters specified in these Bylaws or through corporate resolutions considered and voted by the Board of Directors. After January 1, 2005, all Voting Members shall enjoy these voting rights and no other membership category shall have voting rights. However, at any time, all members in every membership category shall have the right to inspect and submit comments on the annual report, and the right to participate in corporate activities, including service on designated committees.

ARM'S LENGTH DEALING shall be maintained with respect to contracts, fees for service, or other matters involving corporate assets where members in any class are concerned. Members qualified to vote shall reveal any matter in which they have a financial interest or stand to benefit, which may involve a conflict of interest with the Corporation, and shall refrain from voting on any such matter.

ANNUAL MEETING. The annual meeting of members shall be within 60 days after the end of the fiscal year. All categories of members may attend, but only Members entitled to vote under the provisions outlined in these Bylaws shall vote. At this meeting new Directors shall be elected, and annual reports on the organizational and financial health of the Corporation shall be given.

REGULAR MEETINGS. Regular meetings of the Voting Members shall be held at such times and places as determined by the Board of Directors, subject only to 48 hour notice.

SPECIAL MEETINGS. Special meetings of the Voting Members may be called by the Directors or by the Clerk upon written application of at least two-thirds of the Voting Members.

NOTICE OF MEETINGS. A written notice of each regular meeting of Voting Members, stating the place, date and time, and the purposes of the meeting, shall be given at least 48 hours before the meeting to each member entitled to vote at such meeting. Such notice shall be given by e-mail, facsimile, newsletter, Web site posting, or by regular mail to the member's residence or usual place of business or the address listed in the records of the Corporation. Members may waive this notice requirement by an instrument in writing. Furthermore, for special meetings for emergency purposes, the 48 hour requirement of this notice requirement may be waived and replaced with a requirement that reasonable efforts be made to notify all members entitled to vote on the issue in advance of the meeting.

QUORUM. At any meeting of Members entitled to vote, five (5) such members shall constitute a quorum.

ACTION BY VOTE. Each Member entitled to vote shall have one vote. When a quorum is present by person and/or proxy at any meeting, a majority of the votes properly cast by Members entitled to vote present shall decide any issue, unless otherwise provided by law, the Articles of Organization, or these Bylaws. In the case of a tie the acting President shall cast his or her vote last.

SECTION III. BOARD OF DIRECTORS

POWERS, RESPONSIBILITIES AND DUTIES. The affairs of the Corporation shall be managed by the Directors. The Directors shall be empowered to nominate and elect Officers, and to vote on other Corporate matters pursuant to the provisions of these Bylaws and applicable provisions of Massachusetts laws. In addition, the Directors shall have and may exercise all the powers allowed by law, except those powers reserved to the Members entitled to vote or other members by law, the Articles of Organization or these Bylaws. To exercise a voting right as a Director, an individual must have attended at least 51% of all regular, board and special meetings scheduled according to the provisions established in these Bylaws.

ARM'S LENGTH DEALING shall be maintained with respect to contracts, fees for service, or other matters involving corporate assets where Directors are concerned. Directors shall reveal any matter in which they have a financial interest or stand to benefit, which may involve a conflict of interest with the Corporation, and shall refrain from voting on any such matter.

QUALIFICATIONS. Directors shall have no specific qualifications except commitment to the Corporation's purposes and mission, and the skills and talents to meet their responsibilities and fiduciary duties as outlined above. At least 80% of the seats on the Board of Directors shall be reserved for individuals who participate in Volunteer Activities for the Mansfield Animal Shelter on a regular basis as determined by the majority of the directors with the condition that not more than two members of the Board of Directors be individuals who are also current members of the Mansfield Animal Welfare Committee.

NUMBER. The Board of Directors shall consist of not fewer than five nor more than eleven members. In the event of one or more vacant seats on the Board, voting may continue so long as the voting is done only during meetings for which appropriate notice has been given and a majority of Board members present cast a vote.

NOMINATION. Directors shall be nominated by Members entitled to vote and elected by Members entitled to vote at the annual members' meeting of the Corporation. When a Director leaves the Board of Directors before the end of her or his term, an interim Director shall be chosen within a reasonable amount of time by the Board of Directors to serve out the remainder of the term.

TERMS OF OFFICE. Each Director shall hold office for a term of three (3) years, with the terms being staggered in thirds, and with a third of the Director slots up for election each year. This staggering is to be implemented as soon as possible by terms of a Board resolution. Each Director shall hold office for his/her full term, or until s/he sooner dies, resigns, is removed or becomes disqualified for office. A Director may be re-elected for a total of three consecutive terms, after which s/he shall not be eligible for re-election for a period of one year.

COMPOSITION AND DUTIES OF BOARD COMMITTEES. The Directors may elect or appoint Standing Committees and may delegate to such Standing Committees such powers as are not reserved to the Members entitled to vote or the Board of Directors as a whole by state law, the Articles of organization or these Bylaws. The Directors shall provide for Standing Committees to provide essential functions. Unless otherwise stated in the Bylaws, Standing Committees established by the Board of Directors shall consist of at least one Director and shall include members in any class which are not Directors. The Directors may establish any Standing Committees as shall support the purposes and mission of the Corporation.

ANNUAL MEETING. The annual meeting of the Board of Directors shall be within 30 days after the annual meeting of the members at a time and place determined by the Board at least 48 hours in advance of such meeting each year. At this meeting new Directors shall be installed, and new Officers shall be elected.

REGULAR MEETINGS. Regular meetings of the Directors shall be held at such times and places as the Board of Directors may determine necessary, subject only to 48 hour notice. A regular meeting may be cancelled or postponed if there is insufficient business requiring the action of the Directors. A regular meeting may be rescheduled if needed to attain a quorum.

SPECIAL MEETINGS. Special meetings of the Directors may be held at any time and at any place convenient to the majority of Directors then in office. Such special meetings may be called by the President or by two or more Directors.

NOTICE OF MEETINGS. Notice of the place, date and time of each meeting of the Directors shall be given to each Director by mail or e-mail at least 48 hours, or in the case of emergencies by e-mail, facsimile or telephone at least twelve (12) hours, before the meeting, addressed to each Director at her or his usual or last known business or residence address. The Directors may waive this notice requirement by an instrument in writing. Furthermore, for special meetings for emergency purposes, the 48 hour requirement of this notice requirement may be waived and replaced with a requirement that reasonable efforts be made to notify all members entitled to vote on the issue in advance of the meeting.

QUORUM. At any meeting of the Board of Directors, two-thirds of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

REMOVAL OF DIRECTORS. A Director may be removed from office for dereliction of fiduciary duties or other actions harmful to the purposes and mission of the Corporation by two-thirds vote of Directors present and voting at any regular or any special meeting at which a quorum is present and acting throughout. A Director may also be removed from office for dereliction of fiduciary duties or other actions harmful to the purposes and mission of the Corporation by a 2/3 vote of Voting Members present and voting at any regular or any special meeting at which a quorum is present and acting throughout.

ACTION BY VOTE. When a quorum is present at any meeting of Directors, a simple majority of the Directors present and voting shall decide any question, including election of Officers, unless otherwise provided by law, the Articles of Organization, or these Bylaws.

ACTION BY WRITING. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting, if all the Directors consent to the action in writing, including by e-mail, and the written or e-mailed consents are filed with the records of the meetings of the Directors. Such consent shall be treated for all purposes as a vote at a meeting. Participation by such means shall constitute physical presence at a meeting.

PRESENCE THROUGH COMMUNICATION EQUIPMENT. Unless otherwise provided by law or the Articles of Organization, Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment through which all persons participating in the meeting can hear one another at the same time. Participation by such means shall constitute physical presence at a meeting.

SECTION IV. OFFICERS

NUMBER, QUALIFICATION, TITLES. Initially, the Officers of the Corporation shall be a President, a Vice President, a Treasurer, a Clerk and such other Officers, if any, as the Voting Members shall elect or appoint. Officers shall be Directors. Nothing shall prevent a single individual from serving in more than one office, except the Treasurer and Clerk shall not be the same person. These Bylaws require only a President, Vice President, Treasurer and Clerk. The Corporation may also have such agents, if any, as the Directors may appoint. Such agents need not be Directors or members of the Corporation, and such agents shall not be Directors or Voting Members of the Corporation if they are serving as legal counsel or in another capacity in which the Directors deem a conflict of interest to be likely.

REPRESENTATION

No individual, including Members or Directors, shall represent the Corporation in writing or verbally, through Newspapers or other publications, on television, in business transactions, or any other dealings related to the Corporation, unless a majority of a quorum of Directors present and acting throughout at any regular or special meeting of the Board, vote to give permission to an individual to represent the Corporation for a specific purpose.

ELECTION. Officers shall be nominated and elected by the Directors from among their number at the first Board of Directors meeting following the Annual Meeting of the members or at the first meeting at which a quorum is present following the Annual Meeting. A simple majority vote of Directors present and voting shall be required for the election.

TENURE. Officers shall serve a one-year term. Each Officer may stand for re-election for up to six consecutive terms, after which a one-year period must pass before s/he is again eligible for election to that post. An Officer's term shall end when her or his successor has been elected. Notwithstanding these rules of tenure for Officers, the Directors may, by a two-thirds majority of a quorum present and acting throughout at any regular or special meeting of the Board, waive the limit on re-election for the Treasurer.

PRESIDENT AND VICE PRESIDENT. The President shall preside at meetings of the Directors, Voting Members or members; speak for the Corporation; vote to break ties; call meetings of the Board; and have such other powers and duties as the Directors shall determine from time to time. The Vice President shall serve as President in the President's absence or inability to act, and shall perform such other duties as the Board of Directors shall determine.

TREASURER. The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. S/he shall manage the financial affairs, funds, securities and valuable papers, and shall keep complete fiscal and accounting staff, if any, or consultants who perform staff functions. S/he shall be in charge of books of accounts, and accounting records, as well as accounting procedures. The Treasurer, with ratification of the Board, shall engage an independent auditor for the annual audit. S/he shall be responsible for filing all documents with the Commonwealth, the Internal Revenue Service and other state or federal agencies.

CLERK. The Clerk shall record and maintain records of all proceedings of the Directors, Voting Members or other members, if any. Such records shall be kept in a book or file or a series of books or files and held within the Commonwealth of Massachusetts at the principal office of the Corporation. Such records shall be available for inspection by members at reasonable times or by appointment. Such books shall also contain records of all meetings of the incorporators and the original or attested copies of the Articles of Organization and Bylaws, as well as the names and addresses of Voting Members, other members, if any, Officers, and Directors. If the Clerk is absent from a meeting an assistant clerk or person appointed as a temporary clerk shall exercise the duties of the Clerk.

INDEMNIFICATION AND INSURANCE. To the extent allowed by law, Directors and Officers of the Corporation shall be indemnified by the Corporation for liability arising out of the good faith performance of their duties. Such indemnification shall cover only matters where Directors and Officers are not otherwise protected under state law. Further, the Corporation may purchase directors' and officers' liability insurance as prudence and resources dictate.

SECTION V. AMENDMENT OF BYLAWS

ACTION BY DIRECTORS. Unless otherwise specified above, these Bylaws shall be amended only by a two-thirds vote of the Directors present and voting at a regular or special meeting of the Board of Directors. Such vote must be ratified by a majority of the Board Members entitled to vote present and voting at a regular or special meeting at which a quorum is present and acting. Notice of amendment of these Bylaws must be sent with the proposed amendments to all members entitled to vote at least 7 days prior to the meeting.

SECTION VI. VOLUNTARY DISSOLUTION

ACTION BY DIRECTORS AND VOTING MEMBERS. Voluntary dissolution of the Corporation shall require an affirmative vote of sixty percent of Directors present and voting at a special meeting in order to recommend the dissolution to Corporate members for final dissolution. Final disposition on the issue of voluntary dissolution shall be up to the Corporation's Members entitled to vote at a special meeting called for the sole purpose of acting on the recommendation of the Board of Directors. A decision to dissolve shall require a vote of sixty percent of the Corporation's Members entitled to vote present and voting at a special meeting devoted solely to the issue of dissolution.

NOTICE. Notice of the special meeting of the Board of Directors to consider voluntary dissolution shall be given in writing to all Directors fifteen (15) days before the meeting. The notice shall state the time and place of the meeting and the reasons for considering voluntary dissolution. Notice of the special meeting of the Mansfield Shelter Friends, Inc. to Members entitled to vote shall be given in writing to all of the Corporation's Members entitled to vote thirty (30) days before the meeting. The notice shall state the time and place of the meeting and the reasons the Directors are recommending voluntary dissolution.

DISTRIBUTION OF ASSETS. Upon a vote for voluntary dissolution, the Officers shall take steps prescribed by law for such action. The assets of the Mansfield Shelter Friends, Inc. shall be distributed to other organizations with the same or similar purposes or, if no such organization can be agreed upon by a 2/3 vote of the Board of Directors, the assets are to be distributed to the Town of Mansfield's Animal Shelter fund, or according to the laws of the Commonwealth of Massachusetts. No assets shall be distributed to Officers, Directors or Members, except as allowed by state law.

CERTIFICATE OF CLERK

I, the undersigned, certify that I am presently the duly elected and acting Clerk of the Massachusetts Shelter Friends, Inc., a Massachusetts non-profit corporation, and the above pages are the Bylaws of this corporation as of 9/10/2007, as adopted and amended from time to time by the Board of Directors and the Membership entitled to vote at duly called and noticed meetings at which required quorums were at all times present.



Sharon Baker