

**BYLAWS OF
GREYHOUND PETS OF AMERICA/NASHVILLE
A Tennessee Nonprofit Organization**

Article 1 General Provisions

Section 1. Name

The name of this Corporation is Greyhound Pets of America/Nashville. It may be informally known as "GPA/Nashville" and referred to hereinafter as "the Corporation."

Section 2. Objectives and Purposes

The primary objectives and purposes of the Corporation shall be to find responsible loving homes for Greyhounds which fail to qualify or no longer qualify for the racetrack, to acquaint the public with the desirability of Greyhounds as companion animals, to inform the public of the availability of these dogs for adoption, and to work for the continued well being of racing Greyhounds.

Section 3. Principal Office

The principal office of the Corporation for the transaction of its business is located in Sumner County, Tennessee, at 201 Neptune Dr., Hendersonville, TN 37077.

Section 4. Change of Address

The county of the Corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Officers of the Corporation may change the principal office from one location to another within the same county by noting the changed address and the effective date below, and such changes of address shall not be deemed an amendment of these Bylaws.

_____ Dated: _____

_____ Dated: _____

_____ Dated: _____

Section 5. Other Offices

The Corporation may also have offices at such other places, within or without Sumner County, Tennessee, but within a 50-mile radius of the principal office, where it is qualified to do business, as its business may require and as the Officers may, from time to time, designate.

Section 6. Fiscal Year

Except as from time to time otherwise determined by the Officers of the Corporation, the fiscal year of the Corporation shall be ended on the last day of December of each year.

Article II Members

There shall be no members of the Corporation.

Article III Directors

Section 1. Powers. The affairs of the Corporation shall be managed by a Board of Directors.

Section 2. Number, Classes, Election and Term of Office. The Board of Directors shall consist of not less than three (3) members nor more than 15 members, however, the Board of Directors shall, by resolution, from time to time set the number of Directors. Directors shall be elected at each Annual Meeting or if such meeting is not held or Directors are not elected thereat, at a special meeting called for that purpose. Each Director shall hold office for a term of two years and until his or her successor is duly elected and qualified or until his or her earlier resignation, removal from office or death.

Section 3. Resignation or Removal. Any Director, by notice in writing to the Board of Directors and to the President, may resign at any time. Any Director may be removed from office without assigning any cause at a meeting of the Board by a vote of two-thirds of the other Directors.

Section 4. Vacancies. A vacancy on the Board may be temporarily filled by the President for a term of 60 days, and thereafter shall be filled at the next meeting of the Directors by a majority vote of the remaining Directors. A Director so elected shall hold office for the term of his or her predecessor in office.

Section 5. Quorum. Except with respect to the filling of a vacancy in the Board, a majority of the whole authorized number of Directors shall constitute a quorum for the transaction of business at any meeting of the Directors.

Section 6. Notice of Meetings of Board of Directors. Written or confirmed email notice of the time and place of each regular meeting of the Directors shall be given by the Secretary or the person or persons calling the meeting not less than seven (7) days before the date of such meeting to each Director.

Section 7. Meetings Held Through Communications Equipment. Meetings of the Board of Directors or any committee of the Board may be held through wired or wireless modes of communications if all persons participating can communicate with each other and such participation shall constitute presence at such a meeting.

Section 8. Manner of Acting. The act of the majority of the Directors present at

a meeting at which a quorum is present shall be the act of the Board, except in instances where these Bylaws or State law shall conflict.

Section 9. Action By Directors Without A Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written or email consent setting forth the action to be taken is signed or acknowledged by each of the Directors. Any such consent shall be inserted in the minute book as if it were the minutes of a Board Meeting.

Section 10. Compensation. The Directors of the Corporation shall serve as such without salary, but the Board of Directors may authorize the payment by the Corporation of the reasonable expenses incurred by the Directors in the performance of their duties and of reasonable compensation for special services rendered by any Director.

Article IV Officers

Section 1. Number of Officers

The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Directors may determine. Each Officer shall be elected by the Board and shall be a Director on the Board. One person may simultaneously hold more than one office in the Corporation, except the office of Secretary and President may not simultaneously be held by the same person.

Section 2. Election and Term of Office

The Officers shall be elected every two years by the Board at the February monthly meeting of all even numbered years and shall take office on March 1 of that same year. Any other Officers determined necessary or desirable by the Directors may be elected by the Directors and shall take office at a date and time designated by the Officers.

Section 3. Resignation and Removal

Any Officer may resign by submitting his or her written resignation to the Board of Directors at the Corporation's principal office and to the President and such resignation shall be effective upon receipt, unless it is specified to be effective at some later time.

Any Officer (or agent) elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby.

Notice of the meeting considering removal shall include notice that such removal will be considered.

Section 4. Vacancies

A vacancy in any office caused by death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term. 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 Officers shall fill the vacancy. Vacancies shall be filled within 30 days of receipt of notification.

Section 5. Duties of President

The President shall, subject to the direction and control of the Officers, preside when present at all meetings of the Officers. The President shall seek volunteers to be on the Executive Committees and shall be an ex-officio member of all such committees. The 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 Officers.

Section 6. Duties of Vice-President

The Vice-President shall assist the President and in the absence of the President, or in the event of his or her inability or refusal to act, 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 the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 7. Duties of the Secretary

The Secretary shall: 1) Be custodian of the original, or a copy, of these Bylaws as amended or otherwise altered to date; 2) exhibit at all reasonable times to any Officer or Director of the Corporation, or to his/her agent or attorney, on request thereof, the Bylaws and the minutes of the proceedings of the Officers of the Corporation; 3) in general, be custodian of the records of the Corporation other than record keeping specifically assigned to other officers or directors and to perform such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Officers; 4) keep a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees and of members, recording therein the time and place of holding, whether regular, special or emergency, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof; 5) handle routine correspondence and shall perform such other duties as may be assigned to him or her from time to time by the President or the Board of Directors.

Upon leaving office, all records shall be turned over to the Corporation or the newly elected Recording Secretary within fourteen (14) days.

Section 8. Duties of Treasurer

The Treasurer shall: 1) Subject to the direction and control of the Directors, have general charge of the financial affairs of the Corporation; 2) disburse or cause to be disbursed the funds of the Corporation as may be directed by the Directors or President, taking proper vouchers for such disbursements; 3) keep and maintain adequate and correct accounts of the Corporation's properties and the business transactions, including accounts of its assets, liabilities, receipts, and disbursements; 4) exhibit at all reasonable times the books of account and financial records to any Officer or Director of the Corporation, or to his or her agent or attorney, upon request of same; 5) obtain services of a competent professional (if needed) to perform filing of both State and Federal annual tax returns; 6) render to the President and Directors, whenever requested, and at each monthly Directors' Meeting, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation; 7) 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, by these Bylaws, or which may be assigned to him or her from time to time by the Directors or the President.

Upon leaving office, all records shall be turned over to the Corporation or the newly elected Treasurer within fourteen (14) days.

Section 9. Compensation

Officers shall serve without compensation, but the Board of Directors may authorize the payment by the Corporation of the reasonable expenses incurred by an Officer in the performance of his or her duties and of reasonable compensation for special services rendered by any Officer.

Article V Meetings**Section 1. Place of Meetings**

Meetings shall be held within the Greater Nashville area as designated from time to time by resolution of the Directors. Any meeting, regular, special, or emergency, may be held by conference telephone or similar communications equipment.

Section 2. Monthly Meetings

There shall be monthly meetings of the Officers and Directors of the Corporation. Said meetings shall be held at such date, time and place as the Directors determine.

Section 3. Special or Emergency Meetings

The Directors may meet at any time throughout the year as deemed necessary by the President or by a vote of the majority of the Directors. The President shall

be required to put to a vote any request for a meeting of the Directors.

The President may call an emergency meeting of the Directors and such meeting shall be held at the place designated by the person or persons calling the meeting. The transactions of any emergency meeting of the Directors are as valid as though the meeting had been duly held after proper call and notice, provided that after the meeting the minutes are sent to each Director and approved by a majority vote of those Directors.

Section 4. Notice of Meetings

Notice of the monthly meeting setting forth the date, time, and place shall be emailed by the Secretary to all Officers not less than seven (7) days prior to the date thereof.

Notice of special meetings setting for the date, time, place and business to be transacted shall be communicated to all Officers and Directors by the Secretary or the President, not less than two (2) days prior to the date thereof.

Notice of emergency meetings will be given to all Officers and Directors by telephone or confirmed email at least 12 hours in advance.

Section 5. Quorum for Meetings

At any meeting of the Directors, a majority of the Directors shall constitute a quorum for the transaction of business. A quorum may be met by including the count of proxies from absentee Directors. In the absence of a quorum, the meeting may without further notice adjourn to another time.

Section 6. Conduct of Meetings

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

All meetings of the Corporation shall be conducted in the spirit of Robert's Rules of Order. Any issues not dealt with specifically in these Bylaws shall be addressed by the general principles set forth in Robert's Rules of Order.

Article VI Committees

Section 1. Creation

The Board shall have the power to establish such committees as it may deem advisable with such powers as it may determine.

Section 2. Appointment

Members of committees shall be appointed by the President and membership on committees shall not be limited to Directors, except for the Executive Committee. The President shall name the chairperson of each committee and shall have the power to remove said chairperson or committee members, subject to the review of the Board.

Section 3. Executive Committee. The Officers of the Corporation shall constitute the Executive Committee. The Executive Committee shall have the power to have and exercise the authority of the Board in the management of the Corporation in any emergency or other situation where the President deems that actions should be taken before a full Board meeting could reasonably be held; provided that, the Executive Committee shall not have the power of the Board in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any Director or Officer of the corporation; amending the Corporate Charter; adopting a plan of merger or consolidation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board which by its terms may not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon it or said Director by law. Unless the Board or the Executive Committee provides otherwise, the meeting and actions of the Executive Committee shall have the same notice, quorum and voting requirements as are applied to Board meetings and minutes shall be kept of each meeting of the Executive Committee.

Article VII Indemnification and Insurance**Section 1. Indemnification**

The Officers and Directors shall not be liable, individually or collectively, for any act performed for or on behalf of the Corporation, where such act is performed in good faith and in furtherance of the Corporation's stated goals and objectives. Whenever any Officer or Director shall be held liable for an act performed in good faith and for the benefit of the Corporation, then he or she shall be held harmless and be indemnified by the Corporation out of the corporate funds, if any. The Officers, Directors and representatives shall be liable for debts incurred by the Corporation only to the extent of the Corporate funds, and all persons extending credit to, contracting with, or having any claims against the Corporation shall look only to the corporate funds for payment of any such debts, damage, judgment or decree. The Officers, Directors and representatives of this Corporation, present or future, shall not be personally liable for any such claim or demands.

Section 2. Insurance and Other Indemnification

The Board of Directors shall have the power to (a) purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of others to the extent that power to do so has been or may be granted by statute, and (b) give other indemnification to the extent permitted by law.

Article VIII Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments

All contracts, deeds, leases, bonds, notes, checks and other instruments authorized to be executed by a Director or an Officer of the Corporation on its behalf shall be signed by the President or the Treasurer, except as the Directors may generally, or in particular cases, otherwise determine.

Section 2. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Treasurer may select, and as approved by the Directors.

Section 3. Gifts

The Officers, Directors or representatives may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation. However, no one will have the power to commit to corporate favors for having received said gifts.

Article IX Amendment of Bylaws

These Bylaws may at any time be amended or repealed in whole or in part by a two-thirds affirmative vote of the Directors provided that the substance of any proposed change be stated in the notice of the meeting at which such action is to be taken.

Article X Definitions

Section 1. Corporate Charter and Bylaws

All references in these Bylaws to the Corporate Charter and to these Bylaws shall be deemed to refer, respectively, to the Corporate Charter and the Bylaws of the Corporation as amended and in effect from time to time.

President:

Sharon B Lee Dated: 8/1/03

Secretary:

P. M. Dated: 8/01/03