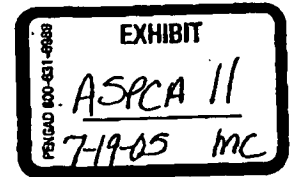


REVISED BY-LAWS AS OF June 19, 2002



BY-LAWS
OF
THE AMERICAN SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS (1)*

ARTICLE I

Origins and Purposes

1. The American Society for the Prevention of Cruelty to Animals ("ASPCA"), the first humane society in America, was incorporated in 1866 by a special Act of the New York State Legislature. The ASPCA's purpose, as stated by its founder, Henry Bergh, is "to provide effective means for the prevention of cruelty to animals throughout the United States. We further endeavor, throughout the United States, to alleviate the pain, fear and suffering of animals whatever the cause.

2. The ASPCA accomplishes these purposes through a professional and volunteer staff by providing a broad range of programs to alleviate the immediate effects of injury and mistreatment of animals, and by working to prevent additional cruelties in the future. Hospitals, clinics and animal shelters provide direct and immediate care to animals. Adoption and foster care programs provide new homes for companion animals. Throughout New York State humane law enforcement agents investigate and apprehend individuals suspected of animal mistreatment. Educational and legislative activities provide opportunities to ensure that all animals regardless of species will continue to receive appropriate care and treatment in the future.

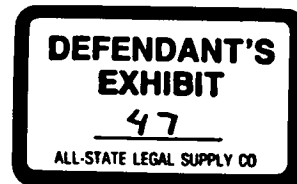
ARTICLE II

Members

1. The ASPCA shall have two categories of members: Executive Members and Members.

(a) Executive Members shall consist of (1) those persons who are serving as members of the Board of Directors and (2) those persons who have previously served as Chairman of the Board and who are not serving as members of the Board. Only Executive Members shall have full voting rights. Executive Members shall make such annual contributions or pay such annual dues as may be established from time to time by the Board, and in so doing shall also be Members. (8)

The Notes and footnote numbers referring to them do not form any part of the By-Laws. They are entirely supplied by the ASPCA General Counsel as Editor.



(b) Members shall consist of one or more categories such as life, patron, supporting, junior and/or such other categories or designations as may be established from time to time by the Board. Members shall make such annual contributions or pay such annual or life dues as may be established from time to time by the Board.

2. For the purpose of determining executive members entitled to vote at any meeting or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining members entitled to receive a distribution or the allotment of any rights, or for the purpose of any other action by the members, the board of directors may fix, in advance, a date as the record date for any such determination of members. Such record date shall not be more than fifty nor less than ten days before the date of such meeting.

ARTICLE III

Board of Directors

1. The ASPCA shall be managed by its Board of Directors.

2. The Board of Directors shall be composed of not less than twelve nor more than twenty-eight members. The Directors shall have the power to increase or decrease, their own number within the limits above specified by resolution adopted by a majority of the entire Board. Until any such action by the Board, the number of Directors constituting the whole Board shall be twenty-one.

3. For the purpose of staggering their terms of office, the Directors shall be divided into three classes as nearly equal in number as may be possible and the term of office of the several classes shall expire in successive years.

4. Directors shall be elected for three year terms, or for such shorter terms as are designated by the Board in order to maintain the near equality of class size, and shall hold office until the expiration of the term for which elected and until the election and qualification of a successor. No decrease in the number of Directors shall shorten the term of any incumbent Director. (7)

5. Vacancies on the Board resulting from an increase in the number of or resulting from death, resignation, removal or incapacity may be filled upon nomination -by the Nominating Committee and by vote of a majority of the Directors then in office. Any Director so elected shall hold office until the next Annual Meeting of Executive Members and until the election of a successor. (3)

6. Any Director absent from three consecutive Board meetings may, unless excused by the Board, be removed by vote of a simple majority of those present, a quorum being present, and such removal shall be placed on the Agenda of the fourth consecutive meeting.

Board.

8. Directors shall serve as such without compensation.

9. The Board may from time to time designate from among former Directors and other persons interested in the ASPCA's activities one or more Honorary or Emeritus Directors, who may be invited to attend meetings of the Board and who shall be available to the ASPCA for consultation and advice. Former Chairmen are invited to attend all meetings of the Board and may participate in Board deliberations; but, like Honorary and Emeritus Directors, shall not have voting rights or other privileges, duties, obligations or responsibilities of duly elected Directors.

ARTICLE IV

Nominating Committee

1. Nominations for members of the Board of Directors shall be made by a Nominating Committee to be composed of five (5) members chosen by the Board of Directors. Persons elected to the Nominating Committee are required to be members of the ASPCA.

2. One (1) member of the Nominating Committee shall be elected by the Board of Directors at each Annual Meeting of the Board of Directors, to serve for a two year term, which may not be extended nor may the member be re-elected for additional successive terms. For the purpose of staggering their term of office, said members of the Nominating Committee shall be divided into two (2) classes, are not required to be members of the Board of Directors, and said term of office shall expire in successive years at each Annual Meeting of the Board of Directors of the ASPCA.

3. Three (3) members of the Nominating Committee shall be members of the Board of Directors elected by the Board of Directors at its Annual Meeting to serve for a term of three years, and may serve for up to three consecutive terms. For the purpose of staggering their terms of office, said members of the Nominating Committee shall be divided into three (3) classes and the term of office shall expire in successive years at each Annual Meeting of the Board of Directors of the ASPCA.

4. The Nominating Committee shall elect a Chairman of said committee. To qualify for the position of the Chairman of the Nominating Committee, the applicant must serve as a Member of the Nominating Committee for a three (3) year term.

5. Each member of the Nominating Committee may vote by proxy on candidates for nominations to the Board of Directors. In the event of a deadlock in the Nominating Committee with respect to the selection of a candidate for nomination to the Board of Directors, this deadlock shall be decided by a majority vote of the Board of Directors.

6. The Nominating Committee shall also report by no later than the regularly scheduled meeting of the Board of Directors that is held in the month prior to the Annual Meeting of Members, the nominations which it intends to submit to the next Annual Meeting of the Board for all officers and for members of the Nominating Committee to succeed any member of the Nominating Committee whose term expires at the next Annual Meeting of the Board.

7. At the regularly scheduled annual meeting of the Executive Members, the Nominating Committee shall submit to the Executive Members its nominations for candidates to fill any vacancies on the Board of Directors. The number of candidates so nominated may exceed the number of vacancies; provided, that the number of candidates nominated shall not exceed the maximum number of members of the Board of Directors then permitted by Article 3, section 2 of these by-laws. Following the Nominating Committee's submission of its nominations for candidates to fill vacancies on the Board of Directors, the Executive Members shall proceed to vote on the election of such nominated candidates as provided in these by-laws.

8. Prior to the date of the Annual Meeting of the Executive Members, the Nominating Committee shall inform the Executive Committee of the Board of Directors of its proposed nominees for election to the Board of Directors. The Executive Committee of the Board of Directors shall not have approval or voting rights with respect to the Nominating Committee's choices, but the Nominating Committee shall consider in good faith the Executive Committee's comments and suggestions concerning any Board of Director nominees.

9. Any member of the ASPCA shall have the right to suggest for consideration by the Nominating Committee other members to serve on the Nominating Committee or candidates for nomination to the Board of Directors and all members are encouraged to do so. The names and biographical information of any proposed nominees must be provided in writing to the Nominating Committee no later than January 31 of each year so that the Nominating Committee may have sufficient opportunity to review and consider the candidates' qualifications for the next Annual Meeting and all such proposed nominees shall be considered by the Nominating Committee.

10. Vacancies occurring on the Nominating Committee may be filled for the unexpired balance of the term by the Board of Directors as soon as practical after the vacancy occurs. Vacancies occurring by reason of expansion of the size of the Nominating Committee shall, to the extent practical, be filled for terms of less than three years so as to maintain the equality of class size.

ARTICLE V

Executive Committee and Other Committees and Boards

1. The Board of Directors by resolution adopted by a majority of the entire Board may designate from among its members an Executive Committee consisting of three or more Directors. The Executive Committee shall have the authority of the Board, except that it shall not have authority as to the following matters: (a) the filling of vacancies on the Board or on the Nominating or Executive Committees; (b) the amendment or repeal of the By-Laws or the adoption of new By-Laws; (c) the adoption of the annual operating budget for the ASPCA; (d) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; (e) submitting to members any action requiring members' approval; and (f) any other matters prohibited to Executive Committees by law. The Board may designate one or more Directors as alternate members of the Executive Committee, who may replace any absent members at any meeting of such Committee.

2. The Board of Directors may by resolution create The ASPCA National Advisory Board to be composed of members of the ASPCA found to be of good character and having

special merit and expertise. If said Advisory Board is created, the Board of Directors may determine the number of members, choose the members from among persons nominated by the Chairman for three-year terms, except that persons selected to fill vacancies shall serve the unexpired balance of the terms to which they are selected, generally provide by resolution for its operation and dissolve it at any time. Said Advisory Board may divide its membership into regional advisory boards not fewer than eleven in number, and shall meet at least once per year in person or by proxy and advise the officers, Board of Directors and staff on issues they deem appropriate or on which their advice is requested, but they shall not issue public statements for the ASPCA or Advisory Board without the approval of the Chairman, the President or the Board of Directors.

3. The Board of Directors may create such other committees as it may deem desirable. The members of such committees shall be appointed by the Chairman with the consent of the Board. Committees shall be limited to the powers specifically delegated to them by the Board and in no case shall have the power of the Executive Committee.

ARTICLE VI

Officers

1. At its Annual Meeting, the Board of Directors shall elect from its number a Chairman, one or more Vice Chairmen, a Secretary and a Treasurer. From time to time the Board may designate such other officers and assistants, none of whom need be members of the Board, as it may determine. From time to time the Board may also designate a Vice Chairman as First Vice Chairman and designate Vice Chairmen for particular areas of operation, but no such designation shall limit the scope of their positions. Any two or more offices may be held by the same person, except the offices of Chairman and Secretary.

2. Each officer shall hold office for the term of one year and until the election and qualification of a successor.

3. The Chairman shall preside at all meetings of the Members, of the Executive Members and of the Board and shall be the Chief Executive Officer of the ASPCA. The other officers shall each have such powers as generally pertain to their respective offices as well as such powers and duties as from time to time may be conferred by the Board of Directors. The Chairman may designate the Society's General Counsel as its Parliamentarian.

4. The ASPCA shall employ a President who may also be its chief administrative and operations officer. The President shall be appointed by and shall serve at the pleasure of and at the compensation fixed by the Chairman with the advice and consent of the Board of Directors. He may attend meetings of the Board and of all committees except the Nominating Committee, except when specifically excused. He shall perform such other additional duties as may be requested of him by the Chairman of the Board or the Board. The ASPCA shall have such other paid executives and staff as may from time to time be appointed by the President consistent with annual budgets approved by the Board.

5. The Chairman and Treasurer shall on behalf of the Board of Directors present to the Annual Meeting of the members of the ASPCA a report certified by an independent firm of

certified public accountants selected by the Board showing in appropriate detail the following: (a) the assets and liabilities, including trust funds, of the ASPCA as of the end of the immediately preceding fiscal year; (b) the principal changes in assets and liabilities, including trust funds, during said fiscal year; (c) the revenue or receipts of the ASPCA, both unrestricted and restricted, during said fiscal year; (d) the expenses or disbursements of the ASPCA, for both general and restricted purposes, during said fiscal year; and (e) the number of members of the ASPCA as of the date of the report together with a statement of increase or decrease in such number during said fiscal period and a statement of the place where the names and places of residence of the current members may be found. Such annual report of the Board of Directors shall be filed with the records of the ASPCA and either a copy or an abstract thereof entered into the minutes of the said annual meetings.

6. Any officer may be removed by a two-thirds majority of the entire Board with or without cause.

ARTICLE VI

Meetings

1. The Annual Meeting of the Members for the transaction of such business as may properly come before the meeting shall be held between the first day of April and the thirty-first day of October at such time and place as may be determined by the Board of Directors, or in the absence of such determination by the Board, by the Chairman, (4)

2. The Annual Meeting of the Members shall be held on notice given to each Executive Member and Member by either (a) first class mail, in which case it shall be given not less than ten nor more than fifty days before the date of the meeting, or (b) any other class of mail, in which case it shall be given not less than thirty nor more than sixty days before the date of the meeting. The Board may fix, in advance, a date as the record date for the purpose of determining the Executive Members and Members entitled to receive notice of the Annual Meeting. Such record date shall not be more than fifty nor less than ten days before the date of the meeting.

3. At the Annual Meeting of the Members of the ASPCA, one hundred members over the age of eighteen who contribute or pay dues annually amounting to not less than \$20.00 or who are life members or one-tenth of the total number of such members, whichever is less, present in person or by proxy, shall be a quorum for the transaction of business, but a lesser number may adjourn to a certain day.

4. The Annual Meeting of the Executive Members of the ASPCA for the election of members of the Board of Directors and for such other business that may properly come before the meeting shall be held during the first week of April. Notice of the Annual Meeting of the Executive Members shall be given to the Executive Members not less than ten nor more than fifty days before such meeting. Special meetings of the Executive Members may be called by the Secretary at the request of the Chairman, or in the absence of the Chairman at the request of a Vice Chairman, stating the object of such meeting, and also shall be so called when requested in writing by ten percent of the Executive Members. At all meetings of the Executive Members, a majority thereof present in person or by proxy shall be a quorum for the transaction of business, but a lesser number may adjourn to a certain day.

5. The Annual Meeting of the Board of Directors for the election of officers and to choose members of the Nominating Committee and for such other business as may properly come before the meeting shall be held following the Annual Meeting of Executive Members. No notice need be given of such meeting. Other meetings of the Board of Directors shall be held on written notice to each Director mailed (first class, postage prepaid) not less than three nor more than thirty days before the date of the meeting. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. A notice, or waiver of notice, need not specify the purpose of any meeting of the Board, unless so required by the By-Laws or by statute.

6. At such times as the total number of Directors fixed by the By-Laws or by resolution is fifteen or less, the quorum for the transaction of business at meetings of the Board of Directors shall be at least one-third of the entire number of Directors. At such times as the total number of Directors fixed by the By-Laws or by resolution is more than fifteen, the quorum shall be at least five members plus one additional member for every ten members (or fraction thereof) in excess of fifteen. At meetings of the Nominating Committee and Executive Committee a quorum shall be one half. At all other committee meetings a quorum shall be one third. No Director may attend or vote by proxy at a meeting of the Board or of a committee.

7. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all the members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

8. Except as otherwise provided in the By-Laws or by statute, the act of a majority of those present at a meeting in person or by proxy and eligible to vote, if a quorum is present, shall constitute the act of the meeting.

9. One or more Executive Members or members of the Board or any Committee thereof may participate in a meeting of such body by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

10. Subject to applicable law, the certificate of incorporation, these By-Laws and any rules of order of the Society, the parliamentary authority at all meetings shall be Robert's Rules of Order, latest edition approved by The Robert's Rules Association.

ARTICLE VIII

Special Agents

1. Special Agents of the ASPCA shall be appointed from time to time by the Chairman and may be removed by the Chairman at will. The foregoing shall not be construed to limit the authority of the President to set standards of conduct and work rules of the agents and to discipline them. Special Agents shall, in performing their duties as New York State Peace Officers, enforce and be subject to and governed by the existing laws of the State of New York, all other applicable laws and by such rules as may be prescribed and issued by the ASPCA.

2. The appointment of every Special Agent shall be in writing signed by the Chairman or the President under the seal of the ASPCA. No member of the Board shall be a Special Agent.
(5)

3. Special Agents shall receive such salary or pecuniary compensation for their services as such as may from time to time be approved by the Board of Directors or as may be provided for in annual budgets approved by the Board of Directors.

4. Only Special Agents may, upon being designated according to law as Special Agents of the ASPCA and specifically assigned to the task of humane law enforcement, make lawful arrests, issue summonses, appearance tickets or similar instruments, seek and obtain warrants, execute warrants and prefer complaints before any court, tribunal or magistrate having jurisdiction, for the violation of any law relating to or affecting the prevention of cruelty to animals and may aid in presenting the law and facts to such court, tribunal or magistrate in any proceeding therein.

5. No Special Agent is authorized to incur any debt or pecuniary liability on the part of the ASPCA by his acts or omissions nor shall any, acts or omissions on his part contrary to or in excess of or unauthorized by law of the State of New York be deemed as within the scope of his authority as such Special Agent, or as authorized, sanctioned or ratified by the ASPCA.

ARTICLE IX

Badges

All badges of the ASPCA shall be in such form as the Board of Directors may from time to time designate. All badges of the ASPCA are to be its property, and are to be worn only by the Special Agents and such other employees as are specifically designated by the Chairman, President or Board of Directors, and during their or its pleasure and under such rules as shall be prescribed.

ARTICLE X

Seal

The seal of the ASPCA shall be circular in form and shall have inscribed thereon the name of the ASPCA and the year and state of its organization.

ARTICLE X

Fiscal Year

The fiscal year of the ASPCA shall commence on the first day of January of each year.

ARTICLE XII

Indemnification

The ASPCA shall indemnify members of the Board of Directors and officers of the ASPCA to the full extent permitted under Sections 721 through 727 of the New York Not-For-Profit

Corporation Law or the corresponding provisions of any succeeding law.

ARTICLE XIII

Amendments

The By-Laws of the ASPCA may be adopted, amended and repealed only by the Board of Directors or by the Executive Members of the ASPCA. No alteration shall be made in any of the By-Laws of the ASPCA by the Board of Directors or by the Executive Members unless such alteration shall be proposed in writing at a meeting of the Board or Executive Members, as the case may be, and entered at length on the minutes of such meeting and then approved of by such body at a subsequent meeting thereof. Prior to the second meeting a copy of the proposed alteration shall be sent with the notice of the meeting of the Board or Executive Members, as the case may be.

NOTES

- (1) These By-Laws were adopted on November 17, 1993.
- (2) Article III, section 4. was amended by signed instrument in lieu of Board meeting as of September 26, 1994.
- (3) Article III, section 5. was amended by signed instrument in lieu of Board meeting as of September 26, 1994.
- (4) Article VII, section 1. was amended on April 12, 1994.
- (5) Article VIII, section 2. was amended on May 25, 1994.
- (6) Article II, section 2. was added, Article III, section 4. was amended, Article IV, sections 1., 2., 3., 4., 5., 6. and 7. were amended, Article VI, section 4. was amended, Article VII, sections 1. and 4. were amended on January 24, 1996.
- (7) Article III, section 4. was amended on April 3, 1996.
- (8) Article II, section 1(a) was amended on November 19, 1997.
- (9) Article IV was amended on June 19, 2002.