

AMENDED AND RESTATED

BYLAWS

OF

THE ANIMAL WELFARE LEAGUE OF ALEXANDRIA, VIRGINIA, INCORPORATED

(a Virginia nonstock, nonprofit corporation)

ARTICLE 1 – THE CORPORATION

1.1 Organizational Structure. THE ANIMAL WELFARE LEAGUE OF ALEXANDRIA, VIRGINIA, INCORPORATED (“AWLA”) is a Virginia nonstock, nonprofit corporation organized and existing under the Virginia Nonstock Corporation Act (the “Act”).

1.2 Term. The term of existence of AWLA shall be perpetual unless earlier dissolved pursuant to the Act.

1.3 Tax Status and Purposes. In accordance with the status of AWLA as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended, AWLA is organized and operated exclusively for the purposes set forth in its Articles of Incorporation.

1.4 Principal Office; Other Offices. The principal office of AWLA shall be located at 4101 Eisenhower Avenue, Alexandria, Virginia 22304, or at such other location (within or outside of the City of Alexandria, Virginia) as the board of directors of AWLA (the “Board of Directors”) may from time to time designate. AWLA may also have offices at such other places (both within and/or outside of the City of Alexandria, Virginia) as the Board of Directors may from time to time designate.

1.5 Registered Office. AWLA shall have and maintain within the Commonwealth of Virginia a registered office at such place as the Board of Directors may from time to time designate.

ARTICLE 2 – THE BOARD OF DIRECTORS

2.1 Power and Authority of the Board of Directors. Except as otherwise provided by the Act, the Articles of Incorporation or these Amended and Restated Bylaws, all of the corporate powers of AWLA shall be vested in and exercised by, and the business and affairs of AWLA managed at the discretion and under the direction of, the Board of Directors. Each member of the Board of Directors (each “Director”) shall have the power, authority and duties provided for directors under the Act, the Articles of Incorporation and these Amended and Restated Bylaws, and under other applicable laws, rules and regulations. AWLA shall have no members. The Directors shall, for purposes of any law, rule or regulation relating to corporations, be considered to be the “members” of AWLA.

2.2 Number of Directors. The Board of Directors shall consist of no fewer than three (3) Directors and no more than twenty-one (21) Directors. The exact size of the Board of Directors shall be as determined from time to time by the Board of Directors.

2.3 Qualifications and Obligations of Directors. The qualifications to serve, and obligations associated with serving, as a Director shall be as determined by the Board of Directors from time to time and set forth in a policy manual (the “AWLA Board Policy Manual”) maintained by AWLA. The Board of Directors shall

make the AWLA Board Policy Manual available to all Directors and, on such terms and conditions as the Board of Directors may from time to time determine, prospective Directors.

2.4 Election of Directors; Term. Directors shall be elected by the Board of Directors at its regular meeting each November or, if no regular meeting is held in November pursuant to Section 2.8(d) below, at its next regular meeting or at any special meeting called for the purpose of electing Directors. The election of each Director shall be by action of the Board of Directors. Each Director shall serve for a term of one (1) year and until his or her successor is duly elected and qualified, or until his or her earlier resignation or removal from the Board of Directors. There are no limitations on the number of terms a Director may serve on the Board of Directors.

2.5 Resignation and Removal of Directors. Any Director may resign at any time and for any reason by giving written notice of resignation to the Chairman or Secretary of the Corporation. Resignations shall be effective when notice of such is given in accordance with Section 7.1 below, unless a later effective date is stated in such notice. Any Director may be removed from the Board of Directors, with or without cause, by the affirmative vote of no less than a majority of all Directors then in office; provided, however, that such removal must occur at a special meeting of the Board of Directors called and noticed in accordance with Section 2.8(b) below.

2.6 Vacancies on the Board of Directors. A vacancy on the Board of Directors, by reason of the resignation, removal, incapacity or death of a Director, may be filled by the Board of Directors, at its next regular meeting or at a special meeting called for such purpose, by the affirmative vote of no less than a majority of the remaining Directors then in office. A Director appointed to fill a vacancy on the Board of Directors shall serve a term expiring at the time that his or her predecessor's term had been scheduled to expire.

2.7 Compensation and Expenses of Directors. Directors shall serve as such without compensation; provided that the Board of Directors may, in their discretion, from time to time determine that Directors will be reimbursed for reasonable out-of-pocket expenses incurred in connection with the performance of services for AWLA.

2.8 Meetings and Action of the Board of Directors.

(a) Regular Meetings; Notice. Regular meetings of the Board of Directors shall be held at AWLA's principal office at 6:30 p.m. on the third (3rd) Tuesday of each month except for December (in which such month no regular meeting of the Board of Directors will be held). Notice of regular meetings is not required to be given to Directors.

(b) Special Meetings; Notice. A special meeting of the Board of Directors may be called by the Chair of the Board of Directors, by any five (5) or more Directors or by the Executive Director, upon delivering a written request for the calling of such a special meeting to the Secretary prior to the minimum notice period for the meeting to be called (as described in the following sentence). Notice of the location, date, time and purpose(s) of each special meeting of the Board of Directors shall be given by the Secretary to each Director no more than twenty (20) business days and no less than seven (7) business days prior to the date of such special meeting. Notices shall be considered given if in accordance with Section 7.1 below. The giving of notice shall be deemed to be waived by any Director if he or she attends and participates in such special meeting unless such Director, at the beginning of the special meeting or promptly upon his or her arrival at the special meeting, objects to the holding of the special meeting or the transacting of business at the special meeting and does not thereafter vote for or assent to any action taken by the Board of Directors at the special meeting.

(c) Attendance and Participation at Meetings. Directors may attend and participate in any meeting of the Board of Directors through the use of any means of communication equipment (including, without limitation, teleconference and videoconference) if all Directors participating in such meeting may simultaneously hear each other.

(d) Cancellation and Rescheduling of Meetings. The Chair of the Board of Directors, on his or her own volition or upon the request of three (3) or more Directors or the Executive Director, may, in his or her sole discretion, cancel up to five (5) meetings (regular or special) of the Board of Directors per calendar year for any of the following reasons: (i) no quorum will be present at the meeting in question (as described in Section 2.8(e) below); (ii) weather conditions make it burdensome to have the meeting in question; or (iii) another valid reason makes having the meeting in question impractical (as determined in the Chair's sole discretion). Notice of cancellation of a meeting must be given as soon as practicable after the Chair determines that cancellation of the meeting is appropriate. The Chair may, in his or her sole discretion, determine if and when a cancelled meeting should be rescheduled. Notice of rescheduled meetings (whether regular or special) shall be given to Directors in accordance with the minimum notice period set forth in Section 2.8(b). No new business may be proposed in the notice for or conducted during the rescheduled meeting.

(e) Quorum. The attendance of a majority of the Directors then in office at any meeting of the Board of Directors shall constitute a quorum for the transaction of business. Directors in attendance at the start of a meeting, either in person, represented by proxy (pursuant to Section 2.8(g) below) or via communication equipment (pursuant to Section 2.8(d) above), shall count towards the determination of whether a quorum is found to exist. If a quorum is found to exist at the start of a meeting of the Board of Directors, it shall be deemed to exist until adjournment, notwithstanding the withdrawal of enough Directors during the meeting to result in less than a quorum (i.e. less than a simple majority of the Directors then in office).

(f) Action of the Board of Directors at a Meeting; Presumption of Assent. Each Director then in office shall have one (1) vote and, except as otherwise provided by the Act or elsewhere in these Amended and Restated Bylaws, the affirmative vote of a majority of the Directors present at a meeting at which a quorum is found to exist shall constitute the action of the Board of Directors. A Director who is present at a meeting of the Board of Directors when action is taken is deemed to have assented to the action so taken unless (i) the Director objects at the beginning of the meeting, or promptly upon his or her arrival at the meeting, to holding the meeting or transacting specified business at the meeting; or (ii) the Director votes against, or abstains from voting on, the action so taken.

(g) Proxies. A Director may vote at any meeting of the Board of Directors by proxy executed in writing by the Director or by his or her duly authorized agent or attorney-in-fact. Such proxy shall be filed with the Secretary before or at the beginning of the meeting. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless otherwise provided therein.

(h) Action of the Board of Directors Without a Meeting. Any action that might be taken at any meeting of the Board of Directors may be taken without such meeting and without prior notice if the action is taken by all Directors then in office and evidenced by one or more written consents describing the action taken, signed and dated by all Directors then in office and delivered to the Secretary for inclusion in the minutes or filing with the records of AWLA. Written consents may be accomplished by one or more electronic transmissions (including, without limitation, facsimile and email), in one or more counterparts, and by photocopied or electronic signatures.

(i) Parliamentary Procedures. All meetings of the Board of Directors shall be governed in accordance with the then-current version of Robert's Rules of Order. In the event of a conflict between a

provision of the then-current Robert's Rules of Order and any provision of the Act, the Articles of Incorporation, these Amended and Restated Bylaws or a resolution of the Board of Directors, the Act, the Articles of Incorporation, these Amended and Restated Bylaws or the resolution of the Board of Directors, as applicable, shall control.

ARTICLE 3 – COMMITTEES OF THE BOARD OF DIRECTORS

3.1 Standing Committees. The Board of Directors may from time to time establish any one (1) or more standing committees ("Standing Committees"), including, without limitation, (a) a Governance Committee, (b) a Finance and Audit Committee, a (c) Development Committee and (d) a Public Relations Committee. The Chair of the Board of Directors shall determine the number of members, the Directors who shall serve and the chair of each Standing Committee, unless and to the extent otherwise specified in Subsections (a) through (d) below. Each Standing Committee shall serve at the pleasure of the Board of Directors and be subject to its control and discretion. The duties and responsibilities of each of the above identified Standing Committees shall include the following (which shall be in addition to any other duties and responsibilities assigned to each Standing Committee by the Board of Directors from time to time):

(a) Governance Committee.

(i) The Governance Committee shall be responsible for reporting to the Board of Directors on the identity and qualifications of each individual nominated to serve as a new or returning Director on the Board of Directors, and on the Directors nominated to serve as officers of the Board of Directors (as further detailed in Article 4 below). The Governance Committee shall make this report not less than fifteen (15) days before the meeting of the Board of Directors at which elections are to be held.

(ii) The Governance Committee shall be responsible for the orientation of newly elected Directors and from time to time shall advise Directors on their responsibilities as members of the Board of Directors. The Governance Committee shall also be responsible for educating Directors on AWLA and its governance and on the animal welfare field in general.

(iii) The Governance Committee shall consist of not less than three (3) and not more than five (5) Directors. The exact size of the Governance Committee, and the Directors that shall serve on the Governance Committee, shall be determined from time to time by the Chair of the Board of Directors.

(iv) The Governance Committee shall meet annually, or more frequently if directed by the Board of Directors, to review all of the operating procedures of the Board of Directors and make recommendations to the Board of Directors in regards to any changes recommended thereto. If changes are made to the operating procedures of the Board of Directors, the Governance Committee shall review same to ensure that they do not conflict with any provision of these Amended and Restated Bylaws.

(b) Finance and Audit Committee.

(i) The Finance and Audit Committee, working with the Executive Director and any AWLA staff designated by the Executive Director, shall be responsible for overseeing the finances, budgeting, investments, and auditing of AWLA and for reporting on same to the Board of Directors as and when requested. The Finance and Audit Committee shall work with the Executive Director and any AWLA staff designated by the Executive Director to prepare the annual budget of AWLA and submit the same to the Board of Directors for review and approval.

(ii) The Finance and Audit Committee shall make investment decisions regarding rebalancing AWLA's portfolio of investments and withdrawing spendable funds for AWLA operations in accordance with the AWLA's investment policy.

(iii) The Treasurer shall serve as the chair of the Finance and Audit Committee.

(c) Development Committee. The Development Committee, in concert with the Board of Directors, the Executive Director and any AWLA staff designated by the Executive Director, shall be responsible for raising philanthropic funds in furtherance of AWLA's purposes and activities.

(d) Public Relations Committee. The Public Relations Committee, working with the Executive Director and any AWLA staff designated by the Executive Director, shall be responsible for overseeing and implementing the development of AWLA's comprehensive communications and various community outreach programs.

3.2 Ad Hoc Committees. The Board of Directors may from time to time establish one (1) or more ad hoc committees ("Ad Hoc Committees"). The members and the chair of each Ad Hoc Committee shall be determined by the Chair of the Board of Directors. Each Ad Hoc Committee shall serve at the pleasure of the Board of Directors and be subject to its control and discretion.

3.3 Committee Meetings and Actions. Each Committee shall have the power to make rules and regulations regarding the conduct of its business, including the locations, dates and times that it will have meetings and the cancellation/rescheduling procedures for such meetings. The presence of a majority of the members of such Committee at any meeting shall be required to constitute a quorum for the transaction of business. Each Committee member then in office shall have one (1) vote, and the affirmative vote of a majority of the Committee members present at a meeting at which a quorum is found to exist shall constitute the action of the Committee. Sections 2.8(c), (g), (h) and (i) shall apply to Committee meetings to the same extent that such Sections apply to meetings of the Board of Directors.

3.4 Advisory Committees. The Board of Directors may from time to time form one (1) or more advisory committees ("Advisory Committees"), which shall serve AWLA on an as-needed consultative basis. The members of Advisory Committees shall be determined by the Chair of the Board of Directors and from outside of the number of the Board of Directors. Members of Advisory Committees shall not under any circumstances have any power to (a) act on behalf of or to bind AWLA; (b) attend or participate in any meetings of the Board of Directors or any Standing Committees or Ad Hoc Committees, unless the Board of Directors determines otherwise; or (c) vote at meetings of the Board of Directors or any Standing Committees or Ad Hoc Committees.

ARTICLE 4 – OFFICERS OF THE BOARD OF DIRECTORS

4.1 Officers. The officers of the Board of Directors shall consist of a Chair, Vice Chair, Treasurer and Secretary, each of which shall be elected by the affirmative vote of no less than a majority of all Directors then in office. Only Directors will be eligible to serve in these officer positions, and any two or more officer positions may be held by the same Director. The officers of the Board of Directors shall hold office for a term of one (1) year and until his or her successor is duly elected and qualified; provided that (1) nothing in these Amended and Restated Bylaws shall be construed to preclude an officer from being re-elected to such office, and (2) any officer may be removed with or without cause by the affirmative vote of no less than a majority of all Directors then in office. A vacancy in any officer position may be filled by the Board of Directors at its next regular meeting or at a special meeting called for such purpose, and shall require the affirmative vote of no less than a majority of all Directors then in office.

A Director appointed to fill an officer vacancy shall serve a term expiring at the time that his or her predecessor's term had been scheduled to expire.

4.2 The Chair. The Chair of the Board of Directors shall preside at all meetings of the Board of Directors, and shall have such other powers and duties as set forth in these Amended and Restated Bylaws and assigned from time to time by the Board of Directors.

4.3 The Vice Chair. In the absence or inability to act of the Chair, the Vice Chair of the Board of Directors shall perform all the duties and exercise all the powers of the Chair. The Vice Chair shall have such other powers and duties as may be assigned from time to time by the Board of Directors.

4.4 The Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors, issue proper notices of all meetings, and have charge of the seal of AWLA and of such books and papers as the Board of Directors may direct. The Secretary shall have such other powers and duties as may be assigned from time to time by the Board of Directors.

4.5 The Treasurer. The Treasurer shall serve as the chair of the Finance and Audit Committee and guide the Board of Directors on financial matters for AWLA. The Treasurer shall ensure that all Directors are provided in a timely fashion with appropriate and understandable financial statements and other financial reports for review and discussion. The Treasurer shall consult with AWLA's Senior Director of Finance and Administration, Board-approved accountants and auditors and the other Committees of the Board as appropriate and necessary. The Treasurer shall have such other powers and duties as may be assigned from time to time by the Board of Directors.

ARTICLE 5 – OFFICERS OF THE CORPORATION

5.1 Officers. The officers of AWLA shall consist of an Executive Director and such other officers as the Board of Directors may from time to time determine. Officers of AWLA shall be elected by action of the Board of Directors and from outside its own number, and shall serve at the pleasure and direction of the Board of Directors. Officers of AWLA shall be entitled to receive a reasonable compensation for the services that they perform for AWLA, as determined by the Board of Directors, and may be reimbursed for reasonable out-of-pocket expenses incurred in connection with the performance of such services.

5.2 The Executive Director. The Executive Director shall be the chief executive officer of AWLA and shall manage the day-to-day affairs and business of AWLA, including, without limitation, the supervision, control, hiring and firing of AWLA's employees. The Executive Director shall be permitted to attend meetings of the Board of Directors unless, upon the motion of any one (1) or more Directors, the Board of Directors elects to enter into an executive session for purposes of discussing and taking action on matters of a confidential nature and for which the presence of the Executive Director would be inappropriate. The Executive Director shall not have any voting rights at any meetings of the Board of Directors. The Executive Director shall have the power to execute, on behalf and in the name of AWLA, any deeds, mortgages, bonds, contracts or other documents or instruments for which the Board of Directors has authorized to be executed; provided, however, that authorization by the Board of Directors is not required prior to the Executive Director executing unbudgeted contracts on behalf of AWLA having a value of less than \$5,000.

ARTICLE 6 – INDEMNIFICATION AND INSURANCE

6.1 Definitions. The following definitions shall apply to this Article 6:

(a) “Expenses” means the reasonable expenses incurred in connection with a Proceeding (as defined in Section 6.1(c) below), including, without limitation, reasonable attorneys’ fees.

(b) “Liability” means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or Expenses.

(c) “Proceeding” means a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, and whether formal or informal.

6.2 Indemnification.

(a) Standard of Conduct. As determined and authorized in accordance with Subsection (b) below, and subject to the restrictions set forth in Subsection (c) below, AWLA may indemnify an individual that is made a party to a Proceeding because the individual is or was a Director, Officer, employee or agent of AWLA, against Liability if the individual: (i) conducted himself or herself in good faith; (ii) believed (A) in the case of conduct in his or her official capacity with AWLA, that his or her conduct was in AWLA’s best interests; or (B) in all other cases, that his or her conduct was at least not opposed to AWLA’s best interests; and (iii) in the case of a criminal Proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful. An individual’s conduct with respect to an employee benefit plan for a purpose he or she believed to be in the interests of the participants in and beneficiaries of the plan meets the standard of conduct in clause (ii)(B) of the foregoing sentence. The termination of a Proceeding against an individual by judgment, order, settlement or conviction, or upon a plea of *nolo contendere* or its equivalent, is not, of itself, determinative that the individual did not meet the relevant standard of conduct described in this Subsection (a).

(b) Determination and Authorization. AWLA may not authorize the indemnification of an individual under Subsection (a) unless and until a determination has been made that indemnification of the individual is permissible because he or she has met the relevant standard of conduct described in Subsection (a). The determination of whether or not the indemnification is permissible shall be made either (i) if there are two (2) or more disinterested Directors, (A) by the Board of Directors by a majority vote of all the disinterested Directors (a majority of such disinterested Directors constituting a quorum for such purpose), or (B) by a majority of the members of a Committee appointed for such a vote and comprised of two (2) or more disinterested Directors; or (ii) by special legal counsel (A) selected in the manner prescribed in clause (i) above, or (B) if there are fewer than two (2) disinterested Directors, selected by the Board of Directors (in which selection Directors who do not qualify as disinterested (i.e. interested Directors) may nonetheless participate). Authorization of indemnification shall be made in the same manner as the determination that indemnification was permissible except that if the determination was made by special legal counsel under clause (ii) of the previous sentence, then the authorization of indemnification shall be made by those entitled to select such counsel.

(c) Restriction on Indemnification. Unless ordered by a court of competent jurisdiction, AWLA shall not indemnify an individual under Subsection (a) in connection with: (i) any Proceeding brought by or in the right of AWLA, except that AWLA may indemnify an individual for his or her Expenses in connection with such Proceeding if it is determined that the individual met his or her relevant standard of conduct described in Subsection (a); or (ii) any other Proceeding charging improper personal benefit to the individual, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that the personal benefit was improperly received by him or her.

6.3 Right to Indemnification. Notwithstanding Section 6.1, AWLA shall indemnify an individual made a party to a Proceeding because such individual is or was a Director, Officer, employee or agent of AWLA and who entirely prevails in defending against such Proceeding, against the Expenses incurred by him or her in connection with such Proceeding.

6.4 Advancement of Expenses. AWLA may pay for or reimburse the Expenses incurred by a Director, Officer, employee or agent of AWLA who is a party to a Proceeding in advance of the final disposition of the Proceeding if the individual provides AWLA with a written, signed statement (a) setting forth his or her good faith belief that he or she has met the standard of conduct described in Section 6.2(a), and (b) obligating him or her, without limitation, to repay any funds advanced by AWLA if (i) he or she is not entitled to mandatory indemnification under Section 6.3 and (ii) it is ultimately determined (in accordance with Section 6.2(b) above or Section 6.5 below) that he or she has not met the relevant standard of conduct set forth in Section 6.2(a).

6.5 Court Orders for Advances, Reimbursement or Indemnification. A Director, Officer, employee or agent of AWLA made a party to a Proceeding may apply to a court (either the court conducting the Proceeding or any other court of competent jurisdiction) for an order directing AWLA to make advances or reimbursement for Expenses or to provide indemnification. AWLA shall make all advances and/or reimbursements, or provide indemnification, to such Director, Officer, employee or agent of AWLA if the court determines, pursuant to the Act, that the individual is entitled to such.

6.6 Insurance. AWLA may purchase and maintain relevant liability insurance coverages on behalf of any individual who is or was a Director, Officer, employee or agent of AWLA, or who, while a Director, Officer, employee or agent of AWLA, is or was serving at the request of AWLA as a director, officer, partner, trustee, employee or agent of another corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other entity, against Liability asserted against or incurred by such individual in that capacity or arising from his or her status as a Director, Officer, employee or agent of AWLA, regardless of whether or not AWLA would have the power to indemnify such individual under this Article 6 against such Liability.

ARTICLE 7 – GENERAL PROVISIONS

7.1 Notices; Waiver. Whenever, under applicable law, the Act, the Articles of Incorporation or these Amended and Restated Bylaws, notice is required to be given to any individual, such requirement shall not be construed to mean personal notice to such individual, and notice shall be sufficient if it is given in writing, by U.S. mail, addressed to such individual at his or her address as it appears on the records of AWLA, with postage thereon prepaid. Such notice shall be deemed to be given at the time when the same shall be deposited in the U.S. mail. Notice may also be given by facsimile or email, addressed to such individual to the facsimile number or email address appearing on the records of AWLA; provided, however, that a notice by such additional methods shall not be deemed to have been given unless and until such individual actually receives such notice, but regardless of whether or not such individual actually reads such notice. Whenever notice is required, a waiver thereof in writing signed by the individual entitled to receive such notice, whether before or after the time stated therein, shall be equivalent thereto.

7.2 Fiscal Year. The fiscal year of AWLA shall be as determined from time to time by the Board of Directors.

7.3 Legal Counsel. Legal counsel to AWLA may be appointed by the Board of Directors, and such legal counsel shall render to the Board of Directors and their designees such legal advice as may be necessary and convenient.

7.4 Severability. If any provision in these Amended and Restated Bylaws is determined by a court of competent jurisdiction to be in violation of any applicable law, rule or regulation, such provision shall be void and of no effect to the extent, and only to the extent, of such determination, and the remainder of the provisions of these Amended and Restated Bylaws shall survive and continue in full force and effect.

7.5 Amendments. These Amended and Restated Bylaws may be amended or repealed at any time at a meeting of the Board of Directors by the affirmative vote of no less than a majority of the Directors then in office.

* * * * *

SECRETARY'S CERTIFICATION

I, Rosemary Pollard, as Secretary of THE ANIMAL WELFARE LEAGUE OF ALEXANDRIA, VIRGINIA, INCORPORATED, do hereby certify that the foregoing Amended and Restated Bylaws were unanimously adopted by the Board of Directors at its regular meeting on November 16, 2010.

Rosemary Pollard
Secretary

Dated: _____