

BY-LAWS

HUMAN ANIMAL BOND, INC.

ARTICLE I

OFFICES

SECTION 1. Principal Office. The principal office of the Corporation shall be located at Leavenworth County, Kansas, or at such location and address as may be designated, from time to time, by the Board of Directors.

SECTION 2. Registered Office. The registered office of the Corporation required by the laws of the State of Kansas may be, but need not be, identical with the principal office of the Corporation in the State of Kansas. The Corporation, by resolution of its Board of Directors, may change the location of its registered place in Kansas. By like resolution, the Resident Agent at such registered office may be changed to any other person or corporation, including itself.

SECTION 3. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business.

ARTICLE II

MEMBERS

SECTION 1. Members. All citizens of the United States may become members of the Corporation regardless of age, race, ethnic group, sex or country of origin. The members of the Corporation shall be all members of the Board of Directors and those who participate in groups established by the Corporation.

SECTION 2. Place of Meetings. All annual meetings of members and all other meetings of members shall be held at the principal office of the Corporation, unless another place within or without the State of Kansas is designated either by the Board of Directors pursuant to authority hereinafter granted to said Board or by the written consent of all members entitled to vote at such meetings given either before or after the meeting and filed with the secretary of the Corporation.

SECTION 3. Annual Meetings. The annual meetings of the members shall be held at such date, time and place as the Board of Directors may determine. In the absence of such determination, the annual meetings of the members shall be held in Leavenworth County in April of each year. At such meeting, directors shall be elected and any other business may be transacted which is within the power of the members.

Written notice of each annual meeting shall be given to each member entitled to vote, either personally or by mail or by other means of written communication, charges prepaid, addressed to such member at his address appearing on the books of the Corporation or given by him to the Corporation for the purpose of notice. If a member gives no address, notice shall be deemed to have been given, and shall be sufficient, if sent by mail or other means of written communication addressed to the place where the principal office of the Corporation is situated, or published at least once in some newspaper of general circulation in the county which said office is located. All such notices shall be sent to each member entitled thereto not less than ten (10) days nor more than fifty (50) days before each annual meeting and shall specify the place, the day and the hour of such meeting. Such notice shall state such other matters, if any, as may expressly be required by status.

SECTION 4. Special Meetings. Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the president. Except in special cases where other express provision is made by statute, notice of such special meeting shall be given in the same manner as for annual meetings of members, and except that such notice shall be sent not less than three (3) days nor more than ten (10) days before such special meeting. Such notices shall, further, specify the general nature of business to be transacted.

SECTION 5. Adjourned Meetings and Notice Thereof. Any meeting of members, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members; but in the absence of a quorum, no other business may be transacted at such meeting.

When any meeting of members, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjourned meeting if the time and place thereof are announced at the meeting at which such adjournment is taken.

SECTION 6. Record Date. The Board of Directors may fix a time in the future as a record date for the determination of the members entitled to notice of and to vote at any meeting of members. The record date so fixed shall be not more than sixty (60) days prior to the date of the meeting or event for the purpose of which it is fixed. When a record is so fixed, only members who are such of record on that date are entitled to notice and to vote at the meeting.

SECTION 7. Voting. Unless the Board of Directors has fixed in advance, pursuant to Article II, Section 5, a record date for purposes of determining entitlement to vote at the meeting, the record date shall be as of the close of business on the day next preceding the date on which such notice is given, or, if notice is waived, at the close of business of the date next preceding the day on which the meeting shall be held. Such vote may be by voice or by ballot; provided, however, that all elections for directors must be by ballot

upon demand made by a member at any election and before the voting begins. Every member entitled to vote at any election shall have one vote. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected.

SECTION 8. Quorum. The presence of a person or by proxy of persons entitled to vote a majority of the voting shares of any meeting of members shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. In such event, a majority of those shares voting on any matter before such meeting shall constitute action by the members at such meeting.

SECTION 9. Consent of Absentees. The transaction of any meeting of members, either annual or special, however called and noticed, shall be as valid as though had a meeting duly held after regular call and notice, if a quorum be present, at the time of the convening of such meeting, and if, either before or after the meeting, each of the members entitled to vote signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Corporate records or made a part of the minutes of the meeting.

SECTION 10. Proxies. Vote or appearance by proxy is not permitted.

SECTION 11. Inspection of By-Laws. The Corporation shall keep in its principal office for the transaction of business the original or a copy of these By-Laws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during ordinary business hours.

ARTICLE III

DIRECTORS

SECTION 1. Number and Qualifications of Directors. The number of members of the Board of Directors shall be determined by the Board from time to time. The directors shall be elected at each annual meeting of members, but if any such annual meeting is not held, or the directors are not elected at the annual meeting, the directors may be elected at a special meeting of the members held for that purpose as soon as convenient thereafter. All directors shall hold office for one year for a maximum of two years. A director may be removed from office at any time for good cause by a majority vote of the directors.

SECTION 2. Powers. Subject to limitations of the Articles of Incorporation, of the By-Laws and of the Kansas Corporation Code, and subject to any delegation of power prescribed by or under these By-Laws, all corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors.

SECTION 3. Vacancies. Vacancies on the Board of Directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director, pursuant to terms and provisions of the Kansas Corporation Code.

SECTION 4. Organizational Meeting. Immediately following each annual meeting of members, the Board of Directors shall hold an annual meeting for the purpose of organization, election of officers, and the transaction of other business. The annual meeting shall be held at the same location as the annual meeting of members, unless otherwise determined by the members.

SECTION 5. Place of Meeting. Regular and special meetings of the Board of Directors shall be at any place within the State of Kansas which has been designated, from time to time, by resolution of the board or by written consent of all members of the board. In the absence of such designation, all meetings shall be held at the principal office of the Corporation.

SECTION 6. Other Regular Meetings. Other regular meetings of the Board of Directors, other than the organizational meeting, shall be held without call at such time as the Board of Directors may, from time to time, designate in advance of such meeting; provided, however, shall said day fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Notice of all such regular meetings of the Board of Directors is not required.

SECTION 7. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the president or by the secretary. Notice of such special meetings, unless waived by attendance or by written consent, shall be given in a timely manner.

SECTION 8. Notice of Recess. Notice of the time and place of holding a recessed meeting need not be given to any director if the time and place be fixed at the meeting recessed.

SECTION 9. Waiver of Notice. The transactions of any meeting of the Board of Directors however called and noticed or wherever held shall be as valid as though had a meeting duly held after regular call and notice, if a quorum be present, and if either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consent or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 10. Action Without Meetings. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the board or committee, as the case may be, consent thereto in writing or electronic mail, and the writing or writings are filed with the minutes of proceedings of the board or committee.

11. Quorum. One-third (1/3) of the total number of directors shall constitute a quorum for the transaction of business, except to recess such meeting. Every act or decision done or made by a majority of the directors present at the meeting duly held at which a quorum is present at the time of the convening of such meeting shall be regarded as a meeting of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation. The directors present at a duly called or held meeting at which a quorum is present at the time of convening thereof may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum; provided, however, that in no case shall a quorum for this purpose be less than one-third of the total number of directors.

SECTION 12. Meetings by Telephone. Members of the Board of Directors of the Corporation, or any committee designated by these By-Laws or by such board, may participate in a meeting of similar communications equipment by means of which all persons participating in the meeting can hear one another, and such participation in the meeting shall constitute presence in person at the meeting.

SECTION 13. Recess. A majority of the directors present may recess any meeting of directors to meet again at a stated day and hour or until the time fixed for the next regular meeting of the board.

SECTION 14. Committees. The Board of Directors may designate by resolution one or more committees with such powers, duties and functions, and on such terms and conditions, as the board may prescribe and as may be authorized under the terms of the General Corporation Code of the State of Kansas now in effect, or as hereafter amended, with such compensation and such authority for the expenditure of funds as may be prescribed by the board, from time to time.

The Board may, at any meeting, establish an executive committee under any terms or provisions, and with such rights, powers, duties and responsibilities as the Board may determine, from time to time.

In the absence or disqualification of a member of any committee, the member or members thereof present at such meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

ARTICLE IV

OFFICERS

SECTION 1. Officers. The officers of the Corporation shall be a president, a vice-president, a secretary, and a treasurer. The Corporation may also have, at the discretion

of the Board of Directors, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person.

SECTION 2. Election. The officers of the Corporation except such officers as may be appointed in accordance with the provisions of Section 3, or Section 5 of this Article IV shall be chosen annually by the Board of Directors, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or until his or her successor shall be elected.

SECTION 3. Subordinate Officers. The Board of Directors may appoint such other officers as the business of the Corporation may require, each of whom shall have such authority and perform such duties as are provided in these By-Laws or as the Board of Directors may, from time to time, specify and shall hold office until such officer shall resign or shall be removed or otherwise disqualified to serve, or until such position shall be eliminated by the Board of Directors, or until the expiration of the term for which such subordinate officer was appointed.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or other cause shall be filled by the Board of Directors.

SECTION 5. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the directors at the time in office at any regular or special meeting of the board called for that purpose, or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

SECTION 6. President Also Known as Director. Shall preside at all meetings of the members and at all meetings of the Board of Directors. The president shall provide general supervision of the officers, shall appoint members to temporary and standing committees and request special reports. The president shall have such powers as may be specified by the Board of Directors from time to time.

SECTION 7. Vice-President Also Known as Assistant Director. In the absence or disability of the president, the vice-president or vice-presidents, if there be such officer or officers, in order of their rank as fixed by the Board of Directors, or if not ranked, the vice-president designated by the Board of Directors, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restriction upon, the president. The vice-president shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or these By-Laws.

SECTION 8. Secretary. The secretary or president/director or vice president/assistant director shall keep, or cause to be kept, a book of minutes of all meetings of the members and shall keep, or cause to be kept, a membership ledger, or a duplicate ledger, showing

the names of the members and their addresses.

The secretary shall give, or cause to be given, notice of all meetings of the members.

In the event of a vacancy or absence or disability in the office of president, or vice-president, the secretary shall be vested with all the powers and required to perform all the duties of the president. The secretary shall perform such other duties as assigned by the president or by the Board of Directors, from time to time.

SECTION 9. Treasurer. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The books of account shall be kept at the principal office of the Corporation and shall at all reasonable time be open to inspection by any director.

The treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these By-Laws.

ARTICLE V

MISCELLANEOUS

SECTION 1. Checks, Drafts and _____ Other Evidence of Indebtedness. All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

SECTION 2. Annual Report. The Board of Directors may cause to be sent to the members reports in such form and at such time as may be deemed appropriate by the Board of Directors.

SECTION 3. Contracts, Deeds and Other Documents, How Executed. The Board of Directors, except as in these By-Laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to special instances. Unless so authorized, no officer or agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount; provided, however, that any deeds or other instruments conveying lands or any interest therein shall be executed on behalf of the Corporation by the president or vice-president, or executive director or by any agent or attorney so authorized under letter of attorney or other written instrument which was executed on behalf of the Corporation by the president or vice-president.

SECTION 4. Indemnification. The Corporation shall exercise the powers to indemnify, make advancements and obtain insurance to the full extent permitted or authorized under K.S.A. 17-6305, as amended, from time to time, or any statute adopted in substitution thereof and according to the law of the State of Kansas. The Corporation shall make advancement authorized by the statute upon request. Indemnity by the Corporation is mandatory to the extent permitted by law.

SECTION 5. Fiscal Year. The Board of Directors shall have the power to fix and, from time to time, change the fiscal year of the Corporation. In the absence of action by the Board of Directors, however, the fiscal year of the Corporation shall end each year on the date which the Corporation treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

ARTICLE VI

AMENDMENTS

SECTION 1. Power of Members Entitled to Vote or Directors. The By-Laws of the Corporation may, from time to time, be repealed, amended or altered, or new By-Laws may be adopted, by either of the following methods:

- a. By the members entitled to vote, by unanimous written consent, or at any annual, regular, or special meeting thereof; or
- b. If allowed by the Articles of Incorporation, by the resolution adopted by the Board of Directors then in office, provided, however, that the power of the directors to suspend, repeal, amend or otherwise alter the By-Laws or any portion thereof may be denied as to any By-Laws or any portion thereof enacted by the members entitled to vote, if at the time such enactment the members entitled to vote shall so expressly provide. Notice of any amendment of the By-Laws by the Board of Directors shall be given to each member having voting rights within ten (10) days after the date of such amendment by the Board.

CERTIFICATE

The undersigned does hereby certify:

1. That the undersigned is the duly elected and acting secretary of the Human Animal Bond, Inc.; and
2. That the foregoing By-Laws constitute the original By-Laws of said corporation as duly adopted at the first meeting of the Board of Directors thereof duly held on the 15 day of April 2002.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 13th _ day of _____ J u n e , 2002.

Susan Mackert,
Director

human.animal.bylaws