

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**THE DANE COUNTY HUMANE SOCIETY, INC.**

**INTRODUCTION**

Date of Incorporation: May 26, 1921

Date of Adoption of these Amended and Restated Bylaws: June ~~28, 2023~~<sup>29, 2022</sup>

These Amended and Restated Bylaws supersede and take the place of the existing Bylaws, and all amendments to and restatements of such Bylaws.

4.14 Unanimous Consent without Meeting. Any action required or permitted by the Society's Articles of Incorporation, these Bylaws, or any provision of law to be taken by the Board or any committee thereof at a meeting or by resolution may be taken without a meeting if (a) all Directors then in office are given notice of the text of the written consent and of its effective date and time at least twenty-four (24) hours prior the effective date and time (during such time a Director may change his/her vote) unless exigent circumstances require otherwise and (b) a consent in writing, setting forth the action so taken, with respect to an action by the Board, shall be signed by two-thirds of the disinterested Directors then in office or, with respect to an action by a committee, signed by all members of such committee entitled to vote with respect to such action a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or members of such committee entitled to vote with respect to such action. For purposes of this section, a signature may be in writing or by execution of an electronic signature.