

**BYLAWS
OF
ROTARY MID SOUTH PETS**

**ARTICLE I
OFFICES**

The corporation may have such offices, either within or without the State of Tennessee, as the Board of Directors may designate or as the business of the corporation may require from time to time.

**ARTICLE II
DIRECTORS**

2.1 Powers and Duties.

All corporate powers shall be exercised by or under the authority of and the business and affairs of the Corporation managed under the direction of the Board of Directors.

2.2 Number and Election.

(a) The Board of Directors shall be self-perpetuating and shall consist of no fewer than six (6) or more than twenty-one (21) members. The members of the Board of Directors for each ensuing year shall be confirmed by the members of the Board of Directors then in office at the August annual meeting of the Board of Directors.

(b) Directors consist of District Governors Elect and District Governors Nominee selected by the participating districts. They serve on the Board by virtue of the office they hold.

(c) The current General Chair, in consultation with the participating district shall appoint members of the Executive Committee. These appointments shall be confirmed by the Board of Directors.

(d) The Executive Committee shall be considered a part of the Board of Directors.

2.3 Meetings; Notice.

The Board of Directors may hold annual regular and special meetings wither within or without the State of Tennessee. Unless the Articles of Incorporation otherwise provides, the Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be

present in person at the meeting.

(a) Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held as determined by the Board of Directors each year.

(b) Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson or at least (2) directors. Unless the Articles of Incorporation otherwise provides, special meetings must be preceded by at least two (2) days notice of the date, time, place and purpose of such meeting. Such notice shall comply with the requirements of Article IX of these Bylaws.

(c) Adjourned Meetings. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one month in any one adjournment.

(d) Waiver of Notice. A director may waive any required notice before or after the date and time stated in the notice. Except as provided in the next sentence, the waiver must be in writing, signed by the director and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to such director of such meeting unless the director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action at the meeting.

2.4 Quorum.

Unless the Articles of Incorporation requires a greater number, a quorum of the Board of Directors consists of a majority of the fixed number of directors if the corporation has a fixed board size or a majority of the number of directors prescribed, or if no number is prescribed, the number in office immediately before the meeting begins, if the corporation has a variable range board.

2.5 Voting.

If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors, unless the Articles of Incorporation or these Bylaws require the vote of a greater number of directors. A director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to such action unless:

- (i) such director objects at the beginning of the meeting (or promptly upon his/her arrival) to holding the meeting or transacting business at the meeting;
- (ii) such director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (iii) such director delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation

immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

2.6 Action Without Meeting.

Any action required or permitted by the Act to be taken at a Board of Directors meeting may be taken without a meeting. If all directors consent to taking such action without a meeting, the affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting is the act of the Board of Directors. Such action must be evidenced by one or more written consents describing the action taken, at least one of which is signed by each director, indicating the director's vote or abstention on the action, which consents shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken by consent is effective when the last director signs the consent, unless the consent specifies a different effective date.

2.7 Compensation.

Directors and members of any committee created by the Board of Directors shall not be entitled to compensation for their services as directors and members of such committee. They shall however, be entitled to reimbursement for any reasonable expenses incurred in attending meetings of the Board or of any such committee meetings.

2.8 Resignation.

A director may resign at any time by delivering written notice to the Board of Directors, the Chairperson, or to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

2.9 Vacancies.

Unless the Articles of Incorporation otherwise provides, if a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors or a vacancy resulting from the removal of a director with or without cause the requisite district shall fill such vacancy. If the vacant office was held by a director elected by an organization or other constituted body or by a voting group of members, only such organization, body or voting group shall be entitled to vote to fill the vacancy if it is filled by the shareholders.

2.10 Removal of Directors.

A director may be removed by the directors only at a meeting called for the purpose of removing such director, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of directors.

ARTICLE III COMMITTEES

Unless the Articles of Incorporation otherwise provides, the Board of Directors may create one or more committees, each consisting of one or more members. Members of the committees of the Board of Directors which exercise powers of the Board of Directors must be members of the Board of Directors or they may be other qualified persons. Such Committee members shall serve at the pleasure of the Board of Directors.

The creation of a committee and appointment of a member or members to it must be approved by the greater of (i) a majority of all directors in office when the action is taken, or (ii) the number of directors required by the Articles of Incorporation or these Bylaws to take action.

Unless otherwise provided in the Act, to the extent specified by the Board of Directors or in the Articles of Incorporation, each committee may exercise the authority of the Board of Directors. However, no such committee shall (a) authorize distributions; (b) approve the dissolution or merger of the corporation, or sale pledge or transfer of all or substantially all of the assets of the corporation; or (c) adopt, amend or repeal these Bylaws. All such committees and their members shall be governed by the same statutory requirements regarding meetings, action without meetings, notice and waiver of notice, quorum and voting requirements as are applicable to the Board of Directors and its members.

ARTICLE IV OFFICERS

4.1 Number.

The Executive Committee shall consist of the General Chair, Secretary/Treasurer and/or the following Committee Chairs: Operational, Program, Registration, Arrangements and any other officers may be appointed when deemed necessary by the Board of Directors. The term of an Executive Committee member will be for a two (2) year term. Executive Committee members may be re-elected for additional terms. These persons will be confirmed by the Board of Directors.

4.2 Resignation and Removal.

An officer may resign at any time by delivering notice to the corporation. Such resignation is effective when such notice is delivered unless such notice specifies a later effective date. An officer's resignation does not affect the corporation's contract rights, if any with the officer.

The Board of Directors may remove any officer at any time with or without cause, but such removal shall not prejudice the contract rights, if any, of the person so removed.

ARTICLE VI CORPORATE ACTIONS

6.1 Contracts.

Unless otherwise required by the Board of Directors, the Chairperson or the Secretary/Treasurer shall execute contracts or other instruments on behalf of or in the name of the corporation. The Board of Directors may from time to time authorize any other officer, assistant officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation as it may deem appropriate, and such authorize may be general or confined to specific instances.

6.2 Loans.

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

6.3 Checks, Drafts, etc.

Unless otherwise required by the Board of Directors, all checks, drafts, bills of exchange and other negotiable instruments of the corporation shall be signed by either the Chairperson, the Secretary/Treasurer or such other officer, assistant officer or agent of the corporation as may be authorized so to do by the Board of Directors. Such authority may be general or confined to specific business, and, if so directed by the Board, the signatures of two or more such officers may be required.

6.4 Deposits.

All funds of the Company not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the Board of Directors may authorize.

ARTICLE VII FISCAL YEAR

The fiscal year of the corporation shall be from July through June each year.

ARTICLE VIII AMENDMENT OF BYLAWS

These bylaws may be amended by a majority vote of the Board of Directors properly called with a quorum present notification of the proposed meeting and proposed amendment shall be sent in writing no less than seven (7) days in advance of such meeting unless otherwise waived by the board.

ARTICLE IX

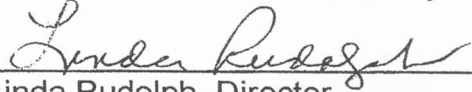
CORPORATE SEAL

The corporation shall not have a corporate seal.

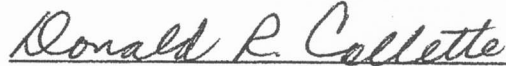
ARTICLE X

NOTICE

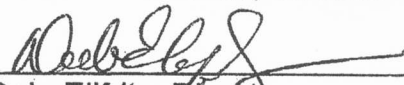
Unless otherwise provided for in these Bylaws or the Act, any notice required shall be in writing except that oral notice is effective if it reasonable under the circumstances and not prohibited by the Charter or these Bylaws. Notice may be communicated in person, by telephone, telegraph, teletype or other form of wire or wireless communication, or by the mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television or other form of public broadcast communication. Written notice to a domestic or foreign corporation authorized to transact business in Tennessee may be addressed to its registered agent at its registered office or to the corporation or its secretary at its principal office as shown in its most recent annual report or, in the case of a foreign corporation that has not yet delivered an annual report, in its application for a certificate of authority.



Linda Rudolph, Director



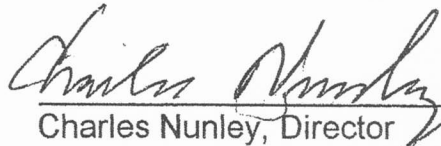
Donald R. Collette, Director



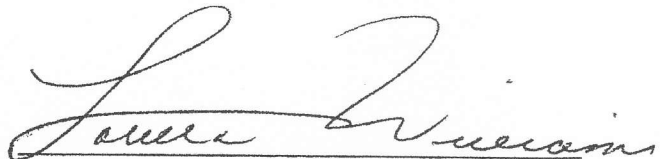
Dale Elifrits, Director

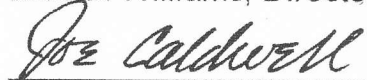



James Vandiver, Director

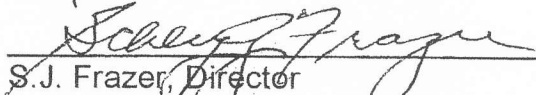


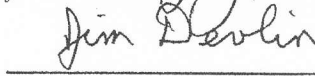
Charles Nunley, Director



Loretta Williams, Director

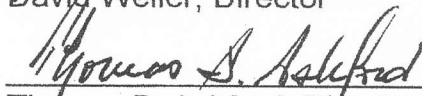

Joe Caldwell, Director

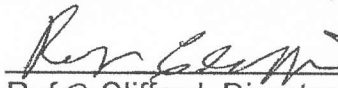

Kay Sharon, Director

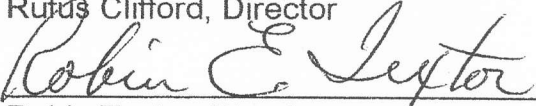

S.J. Frazer, Director

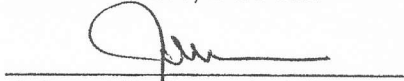

Jim Devlin, Director



David Weller, Director


Thomas B. Ashford, Director


Rufus Clifford, Director


Robin Tector, Director


Johnny R. Aycock, Director


Dennis M. Brooks, Director

4.3 Vacancies.

Any vacancy in an office from any cause may be filled for the unexpired portion of the term by the Board of Directors.

4.4 Duties.

(a) Chairperson. The Chairperson shall preside at all meetings of the members and the Board of Directors, shall be the Chief Executive Officer of the corporation, shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform such other duties as the Board of Directors may from time to time prescribe.

(b) Secretary/Treasurer. The Secretary/Treasurer shall attend all meetings of the Board of Directors and shall prepare and record all votes and all minutes of all such meetings in a book to be kept for that purpose. The Secretary/Treasurer shall perform like duties for any committee when required. The Secretary/Treasurer shall give, or cause to be given, notice of all meetings of the Board of Directors when required. The Secretary/Treasurer shall have the responsibility of authenticating records of the corporation. The Secretary/Treasurer shall perform such other duties incident to the office of Secretary/Treasurer or as prescribed from time to time by the Board of Directors. The Secretary/Treasurer shall also have the custody of the corporation's funds, and shall keep or cause to be kept a full and accurate account of receipts and disbursements in books belonging to the corporation, and shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Secretary/Treasurer shall disburse or cause to be disbursed the funds of the corporation as required in the ordinary course of business or as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chairman and directors at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Secretary/Treasurer and the financial condition of the corporation. The Secretary/Treasurer shall perform such other duties as may be incident to the office or as prescribed from time to time by the Board of Directors. The Secretary/Treasurer shall give the corporation a bond, if required by the Board of Directors, in a sum and with one or more sureties satisfactory to the Board for the faithful performance of the duties of the office and for the restoration to the corporation in case of the Secretary/Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the Secretary/Treasurer's possession or under the Secretary/Treasurer's control belonging to the corporation.

(c) Other Officers. Other officers designated by the Board of Directors shall exercise such powers and perform such duties as may be delegated to them.

(d) Delegation of Duties. In case of the absence or disability of any officer of the corporation or of any person authorized to act in such officer's place, the Board of Directors may from time to time delegate the powers and duties of such officer to any officer, or any director, or any other person whom it may select, during such period of absence or disability.

ARTICLE V INDEMNIFICATION

5.1 Indemnification and Advancement of Expenses.

The corporation shall indemnify every person who is or was a party or is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, agent or trustee of another corporation or of a partnership, joint venture, trust, employee benefit plan or other enterprise, including service on a committee formed for any purpose (and, in each case, his or her heirs, executors and administrators), against all expense, liability and loss (including counsel fee, judgments, fines, ERISA excise taxes, penalties, and amounts paid in settlement) actually and reasonably incurred or suffered by such person in connection with such action, suit or proceeding, to the fullest extent permitted by applicable law, as in effect on the date hereof and as hereafter amended. Such indemnification may include advances of expenses in advance of final disposition of such action, suit or proceeding, subject to the provision of any applicable statute.

5.2 Non-exclusivity of Rights.

The indemnification and advancement of expenses provisions of Section 5.1 shall not be exclusive of any other right which any person (and his or her heirs, executors and administrators) may have or hereafter acquire under any statute, provision of the Articles of Incorporation, provision of these Bylaws, resolution adopted by the members, resolution adopted by the Board of Directors, agreement, or insurance, purchased by the corporation or otherwise, both as to action in an official capacity and as to action in another capacity. The corporation is hereby authorized to provide for indemnification and advancement of expenses through its Articles of Incorporation, Bylaws, resolution of the Board of Directors and agreement.

5.3 Insurance.

The corporation may maintain insurance, at its expense, to protect itself and any individual who is or was a director, officer, employee or agent of the corporation, or who, while a director, officer, employee or agent of the corporation, is or was serving at the request of the corporation's Board of Directors or its Chief Executive Officer as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under this Article or the Act.