

# Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

The organization may have to use a copy of this return to satisfy state reporting requirements

**A** For the 2005 calendar year, or tax year beginning 7/1/2005, and ending 6/30/2006

**B** Check if applicable:  
 Address change  
 Name change  
 Initial return  
 Final return  
 Amended return  
 Application pending

**C** Name of organization  
**WUKESHU**  
**WUKESHU**  
**WUKESHU**  
**WUKESHU**  
**WUKESHU**

**D** Employer identification number  
**39-6108644**

**E** Telephone number  
**(262) 542-8851**

**F** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

**G** Website: \_\_\_\_\_

**J** Organization type (check only one)  501(c)(3) (insert no)  4947(a)(1) or  527

**K** Check here  if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization chooses to file a return, be sure to file a complete return. Some states require a complete return.

**L** Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 **1,560,599**

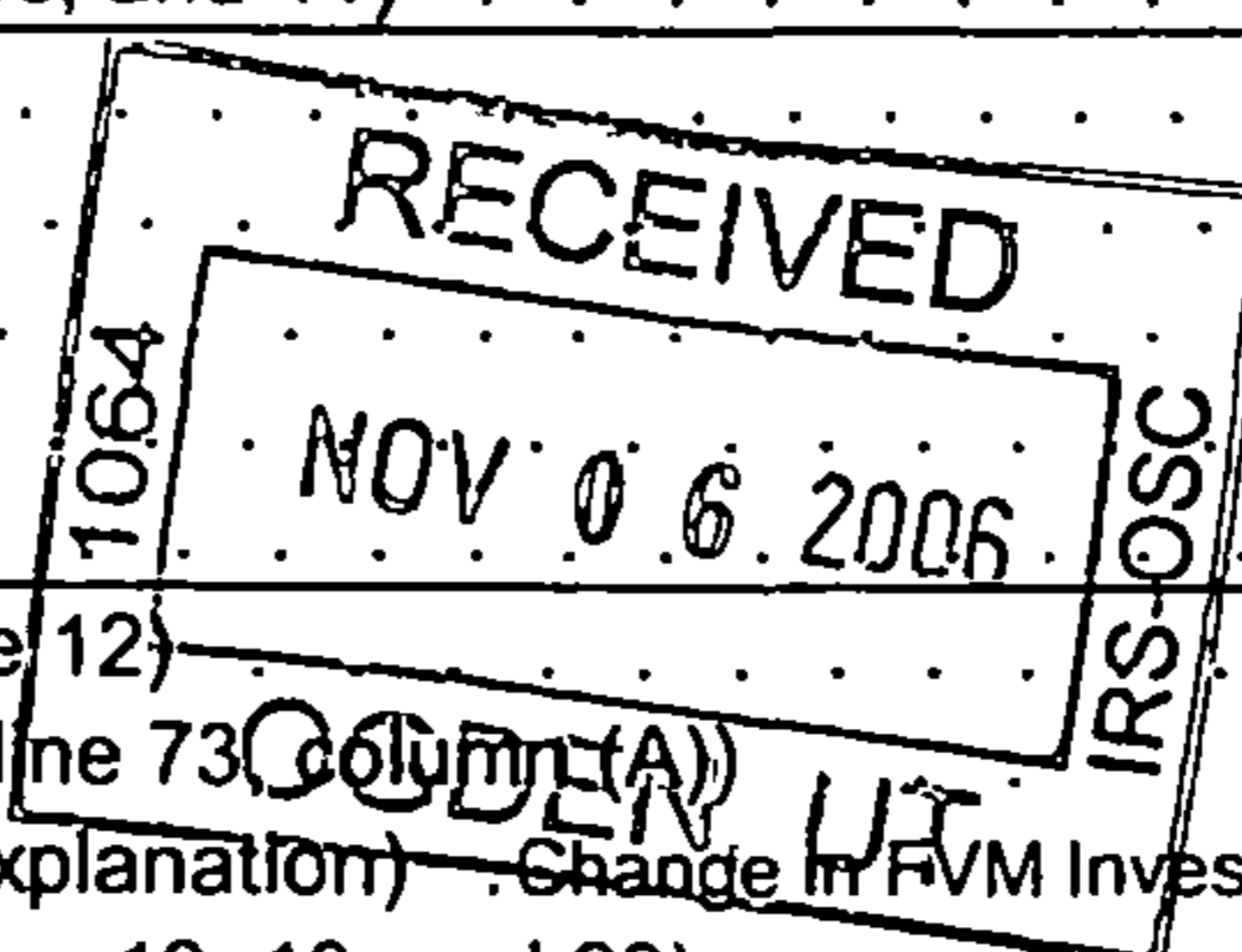
**H and I are not applicable to section 527 organizations**  
**H(a)** Is this a group return for affiliates?  Yes  No  
**H(b)** If "Yes," enter number of affiliates \_\_\_\_\_  
**H(c)** Are all affiliates included?  Yes  No (If "No," attach a list. See instructions.)  
**H(d)** Is this a separate return filed by an organization covered by a group ruling?  Yes  No  
**I** Group Exemption Number \_\_\_\_\_

**M** Check  if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF)

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)**

Revenue	1	Contributions, gifts, grants, and similar amounts received:			
	a	Direct public support	1a	724,223	
	b	Indirect public support	1b	0	
	c	Government contributions (grants)	1c	0	
	d	Total (add lines 1a through 1c) (cash \$ <u>724,223</u> noncash \$ <u>0</u> )	1d	724,223	
	2	Program service revenue including government fees and contracts (from Part VII, line 93)	2	487,182	
	3	Membership dues and assessments	3	38,132	
	4	Interest on savings and temporary cash investments	4	177,241	
	5	Dividends and interest from securities	5	0	
	6a	Gross rents	6a		
	b	Less: rental expenses	6b		
	c	Net rental income or (loss) (subtract line 6b from line 6a)	6c	0	
7	Other investment income (describe _____)	7	0		
8a	Gross amount from sales of assets other than inventory	(A) Securities	8a	0	
		(B) Other	8b	0	
			8c	0	
			8d	0	
9	Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>				
a	Gross revenue (not including \$ <u>0</u> of contributions reported on line 1a)	9a	133,821		
b	Less: direct expenses other than fundraising expenses	9b	70,908		
c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c	62,913		
10a	Gross sales of inventory, less returns and allowances	10a	0		
		b	Less: cost of goods sold	10b	0
		c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c	0
11	Other revenue (from Part VII, line 103)	11	0		
12	<b>Total revenue</b> (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12	1,489,691		
Expenses	13	Program services (from line 44, column (B))	13	989,668	
	14	Management and general (from line 44, column (C))	14	103,637	
	15	Fundraising (from line 44, column (D))	15	17,105	
	16	Payments to affiliates (attach schedule)	16	0	
	17	<b>Total expenses</b> (add lines 16 and 44, column (A))	17	1,110,410	
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)	18	379,281	
	19	Net assets or fund balances at beginning of year (from line 73, column (A))	19	3,848,271	
	20	Other changes in net assets or fund balances (attach explanation) - Change in FVM Investment:	20	71,162	
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21	4,298,714	

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**Part II Statement of Functional Expenses** All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others (See the instructions)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) (cash \$ 0 noncash \$ 0) If this amount includes foreign grants, check here <input type="checkbox"/>	22	0	0	
23	Specific assistance to individuals (attach schedule)	23	0	0	
24	Benefits paid to or for members (attach schedule)	24	0		
25	Compensation of officers, directors, etc.	25	45,523	34,142	9,105
26	Other salaries and wages	26	554,376	487,850	55,438
27	Pension plan contributions	27	9,862	8,602	1,063
28	Other employee benefits	28	76,153	66,256	8,206
29	Payroll taxes	29	53,364	46,422	5,751
30	Professional fundraising fees	30	0		
31	Accounting fees	31	0		
32	Legal fees	32	0		
33	Supplies	33	37,142	36,028	1,114
34	Telephone	34	7,894	7,026	789
35	Postage and shipping	35	6,009	5,348	601
36	Occupancy	36	52,277	46,526	5,228
37	Equipment rental and maintenance	37	25,320	22,788	2,532
38	Printing and publications	38	0		
39	Travel	39	6,298	6,298	
40	Conferences, conventions, and meetings	40	6,168	6,168	
41	Interest	41	0		
42	Depreciation, depletion, etc. (attach schedule)	42	56,770	51,093	5,677
43	Other expenses not covered above (itemize):				
a	See attached statement	43a	173,254	165,121	8,133
b		43b	0	0	0
c		43c	0	0	0
d		43d	0	0	0
e		43e	0	0	0
f		43f	0	0	0
g		43g	0	0	0
44	<b>Total functional expenses.</b> Add lines 22 through 43. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44	1,110,410	989,668	103,637

**Joint Costs.** Check  if you are following SOP 98-2.  
 Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services?  Yes  No  
 If "Yes," enter (i) the aggregate amount of these joint costs \$ 0 ; (ii) the amount allocated to Program services \$ \_\_\_\_\_ ; (iii) the amount allocated to Management and general \$ \_\_\_\_\_ ; and (iv) the amount allocated to Fundraising \$ \_\_\_\_\_

**Part III Statement of Program Service Accomplishments** (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

<p>What is the organization's primary exempt purpose? ► <u>Prevent cruelty to animals &amp; a location to drop off unwanted animals</u></p> <p>All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)</p>	<p><b>Program Service Expenses</b> (Required for 501(c)(3) and (4) orgs, and 4947(a)(1) trusts, but optional for others.)</p>
<p><b>a</b> <u>The prevention of cruelty to animals - i.e. relative to the collection of unwanted stray animals for the purpose or intent of placement of said animals in suitable homes</u></p> <p>.....</p> <p>.....</p> <p>.....</p> <p>(Grants and allocations \$ ..... ) If this amount includes foreign grants, check here ► <input type="checkbox"/></p>	<p>989,668</p>
<p><b>b</b> .....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>(Grants and allocations \$ ..... ) If this amount includes foreign grants, check here ► <input type="checkbox"/></p>	
<p><b>c</b> .....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>(Grants and allocations \$ ..... ) If this amount includes foreign grants, check here ► <input type="checkbox"/></p>	
<p><b>d</b> .....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>(Grants and allocations \$ ..... ) If this amount includes foreign grants, check here ► <input type="checkbox"/></p>	
<p><b>e</b> Other program services (attach schedule)</p> <p>(Grants and allocations \$ ..... ) If this amount includes foreign grants, check here ► <input type="checkbox"/></p>	
<p><b>f</b> <b>Total of Program Service Expenses</b> (should equal line 44, column (B), Program services) . . . . . ►</p>	<p>989,668</p>

**Part IV Balance Sheets** (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only

		(A)		(B)		
		Beginning of year		End of year		
Assets	45	Cash—non-interest-bearing . . . . .	55,054	45	99,149	
	46	Savings and temporary cash investments . . . . .		46		
	47 a	Accounts receivable . . . . .	47a	0		
	b	Less: allowance for doubtful accounts . . . . .	47b	0	47c	0
	48 a	Pledges receivable . . . . .	48a	0		
	b	Less: allowance for doubtful accounts . . . . .	48b	0	48c	0
	49	Grants receivable . . . . .		49		
	50	Receivables from officers, directors, trustees, and key employees (attach schedule) . . . . .	0	50	0	
	51 a	Other notes and loans receivable (attach schedule) . . . . .	51a	0		
	b	Less: allowance for doubtful accounts . . . . .	51b	0	51c	0
	52	Inventories for sale or use . . . . .		52		
	53	Prepaid expenses and deferred charges . . . . .	13,206	53	11,112	
	54	Investments—securities (attach schedule) . . . . .	<input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	3,192,399	54	3,614,587
	55 a	Investments—land, buildings, and equipment: basis . . . . .	55a	0		
	b	Less: accumulated depreciation (attach schedule) . . . . .	55b	0	55c	0
	56	Investments—other (attach schedule) . . . . .	0	56	0	
	57 a	Land, buildings, and equipment: basis . . . . .	57a	1,456,280		
	b	Less: accumulated depreciation (attach schedule) . . . . .	57b	757,201	57c	699,079
	58	Other assets (describe ► ACCRUED INTEREST RECEIVABLE ) . . . . .	66	58	66	
59	<b>Total assets</b> (must equal line 74). Add lines 45 through 58 . . . . .	3,982,245	59	4,423,993		
Liabilities	60	Accounts payable and accrued expenses . . . . .	47,313	60	33,939	
	61	Grants payable . . . . .		61		
	62	Deferred revenue . . . . .	86,261	62	90,740	
	63	Loans from officers, directors, trustees, and key employees (attach schedule) . . . . .	0	63	0	
	64 a	Tax-exempt bond liabilities (attach schedule) . . . . .	0	64a	0	
	b	Mortgages and other notes payable (attach schedule) . . . . .	0	64b	0	
	65	Other liabilities (describe ► DEPOSITS ) . . . . .	400	65	600	
66	<b>Total liabilities.</b> Add lines 60 through 65 . . . . .	133,974	66	125,279		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.					
	67	Unrestricted . . . . .	3,069,185	67	3,453,464	
	68	Temporarily restricted . . . . .	779,086	68	845,250	
	69	Permanently restricted . . . . .		69		
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 70 through 74.					
	70	Capital stock, trust principal, or current funds . . . . .		70		
	71	Paid-in or capital surplus, or land, building, and equipment fund . . . . .		71		
	72	Retained earnings, endowment, accumulated income, or other funds . . . . .		72		
73	<b>Total net assets or fund balances</b> (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19, column (B) must equal line 21) . . . . .	3,848,271	73	4,298,714		
74	<b>Total liabilities and net assets/fund balances.</b> Add lines 66 and 73. . . . .	3,982,245	74	4,423,993		

**Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See the instructions.)**

<b>a</b>	Total revenue, gains, and other support per audited financial statements		<b>a</b>	1,631,761
<b>b</b>	Amounts included on line a but not on Part I, line 12:			
<b>1</b>	Net unrealized gains on investments	<b>b1</b> 71,162		
<b>2</b>	Donated services and use of facilities	<b>b2</b>		
<b>3</b>	Recoveries of prior year grants	<b>b3</b>		
<b>4</b>	Other (specify): SPECIAL EVENT EXPENSES	<b>b4</b> 70,908		
	Add lines b1 through b4		<b>b</b>	142,070
<b>c</b>	Subtract line b from line a		<b>c</b>	1,489,691
<b>d</b>	Amounts included on Part I, line 12, but not on line a:			
<b>1</b>	Investment expenses not included on Part I, line 6b	<b>d1</b>		
<b>2</b>	Other (specify):	<b>d2</b> 0		
	Add lines d1 and d2		<b>d</b>	0
<b>e</b>	Total revenue (Part I, line 12). Add lines c and d		<b>e</b>	1,489,691

**Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return**

<b>a</b>	Total expenses and losses per audited financial statements		<b>a</b>	1,181,318
<b>b</b>	Amounts included on line a but not on Part I, line 17:			
<b>1</b>	Donated services and use of facilities	<b>b1</b>		
<b>2</b>	Prior year adjustments reported on Part I, line 20	<b>b2</b>		
<b>3</b>	Losses reported on Part I, line 20	<b>b3</b>		
<b>4</b>	Other (specify): SPECIAL EVENT EXPENSES	<b>b4</b> 70,908		
	Add lines b1 through b4		<b>b</b>	70,908
<b>c</b>	Subtract line b from line a		<b>c</b>	1,110,410
<b>d</b>	Amounts included on Part I, line 17, but not on line a:			
<b>1</b>	Investment expenses not included on Part I, line 6b	<b>d1</b>		
<b>2</b>	Other (specify):	<b>d2</b> 0		
	Add lines d1 and d2		<b>d</b>	0
<b>e</b>	Total expenses (Part I, line 17). Add lines c and d		<b>e</b>	1,110,410

**Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)**

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
Name LYNN OLENIK Str SAME City SAME ST ZIP	Title EXECUTIVE Hr/WK DIRECTOR (40)	45,523	1,460	0
Name BOARD OF Str City DIRECTORS ST ZIP	Title SEE ATTACHED Hr/WK SHEET	0	0	0
Name Str City ST ZIP	Title Hr/WK			
Name Str City ST ZIP	Title Hr/WK			
Name Str City ST ZIP	Title Hr/WK			
Name Str City ST ZIP	Title Hr/WK			
Name Str City ST ZIP	Title Hr/WK			
Name Str City ST ZIP	Title Hr/WK			
Name Str City ST ZIP	Title Hr/WK			
Name Str City ST ZIP	Title Hr/WK			

<b>Part V-A Current Officers, Directors, Trustees, and Key Employees (continued)</b>		Yes	No
<b>75 a</b>	Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings . . . . . 12		
<b>b</b>	Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s) . . . . .	75b	X
<b>c</b>	Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to this organization through common supervision or common control? . . . . . <b>Note.</b> Related organizations include section 509(a)(3) supporting organizations. If "Yes," attach a statement that identifies the individuals, explains the relationship between this organization and the other organization(s), and describes the compensation arrangements, including amounts paid to each individual by each related organization.	75c	X
<b>d</b>	Does the organization have a written conflict of interest policy? . . . . .	75d	X

**Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits** (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

(A) Name and address	(B) Loans and Advances	(C) Compensation	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
Name <u>NONE</u> Str _____ City ST ZIP _____		0	0	0
Name _____ Str _____ City ST ZIP _____				
Name _____ Str _____ City ST ZIP _____				
Name _____ Str _____ City ST ZIP _____				
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Name _____ Str _____ City ST ZIP _____				

<b>Part VI Other Information (See the instructions.)</b>		Yes	No
<b>76</b>	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity . . . . .	76	X
<b>77</b>	Were any changes made in the organizing or governing documents but not reported to the IRS? . . . . . If "Yes," attach a conformed copy of the changes.	77	X
<b>78 a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? . . . . .	78a	X
<b>b</b>	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	78b	N/A
<b>79</b>	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement . . . . .	79	X
<b>80 a</b>	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization? . . . . .	80a	X
<b>b</b>	If "Yes," enter the name of the organization ► _____ _____ and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt		
<b>81 a</b>	Enter direct and indirect political expenditures. (See line 81 instructions.) . . . . .	81a	0
<b>b</b>	Did the organization file <b>Form 1120-POL</b> for this year? . . . . .	81b	N/A

Part VI Other Information (continued)

		Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	X	
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)		
	82b		0
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	N/A	
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?		N/A
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		N/A
c	Dues, assessments, and similar amounts from members	85c	N/A
d	Section 162(e) lobbying and political expenditures	85d	N/A
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	N/A
86	501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12.	86a	N/A
b	Gross receipts, included on line 12, for public use of club facilities	86b	N/A
87	501(c)(12) orgs. Enter: a Gross income from members or shareholders	87a	N/A
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	N/A
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88	X
89 a	501(c)(3) organizations Enter. Amount of tax imposed on the organization during the year under: section 4911 ; section 4912 ; section 4955		
b	501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b	X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization		
90 a	List the states with which a copy of this return is filed		
b	Number of employees employed in the pay period that includes March 12, 2005 (See instructions.)	90b	34
91 a	The books are in care of Name LYNN OLENIK Telephone no. (262) 542-8851 Located at 701 NORTHVIEW RD City WAUKESHA ST WI ZIP + 4 53188		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts	91b	X
c	At any time during the calendar year, did the organization maintain an office outside of the United States? If "Yes," enter the name of the foreign country	91c	X
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041— Check here and enter the amount of tax-exempt interest received or accrued during the tax year	92	N/A

**Part VII Analysis of Income-Producing Activities (See the instructions.)**

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a Stray and other fees					487,182
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					38,132
95 Interest on savings and temporary cash investments			14	177,241	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					62,913
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a					
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0		177,241	588,227
105 Total (add line 104, columns (B), (D), and (E))					765,468

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)**

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
93 (a)	Fees charged for the capture and housing of stray animals
94	Dues charged to help offset cost of programs
101	Volunteer involvement in agency to help raise funds to offset costs of operations.

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)**

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%		0	0
	%	N/A	0	0
	%		0	0
	%		0	0

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)**

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions)

Please Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature of officer: Fredrich J. Hilton Date: 10-16-2005

Type or print name and title: Fredrich Hilton - Board President

Paid Preparer's Use Only

Preparer's signature: David L. Scrima Date: 8/14/2006 Check if self-employed:

Firm's name (or yours if self-employed): David L. Scrima, S.C. Preparer's SSN or PTIN (See Gen. Inst. W): 39-1945841

address, and ZIP + 4: 328 W. Sunset Drive, Waukesha, WI 53189 Phone no: 262-542-8401

**SCHEDULE A**  
(Form 990 or 990-EZ)

**Organization Exempt Under Section 501(c)(3)**

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),  
or 4947(a)(1) Nonexempt Charitable Trust

**Supplementary Information—(See separate instructions.)**

OMB No 1545-0047

**2005**

Department of the Treasury  
Internal Revenue Service

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization: **Humane Animal Welfare Society of Waukesha County, Inc.**  
Employer identification number: **39-6108644**

**Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**  
(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE		0	0	0
		0	0	0
		0	0	0
		0	0	0
		0	0	0
		0	0	0
		0	0	0
<b>Total number of other employees paid over \$50,000 ▶</b>	0			

**Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services**  
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0
<b>Total number of others receiving over \$50,000 for professional services ▶</b>	0	

**Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services**  
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0
<b>Total number of other contractors receiving over \$50,000 for other services ▶</b>	0	

**Part III Statements About Activities** (See page 2 of the instructions.)

		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ <u>0</u> (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)		X
Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities			
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions )		
a	Sale, exchange, or leasing of property?		X
b	Lending of money or other extension of credit?		X
c	Furnishing of goods, services, or facilities?		X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?		X
e	Transfer of any part of its income or assets?		X
3 a	Do you make grants for scholarships, fellowships, student loans, etc? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments )		X
b	Do you have a section 403(b) annuity plan for your employees?	X	
c	During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?		X
4 a	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	X	
b	Do you provide credit counseling, debt management, credit repair, or debt negotiation services?		X

**Part IV Reason for Non-Private Foundation Status** (See pages 3 through 6 of the instructions.)

The organization is not a private foundation because it is: (Please check only ONE applicable box.)

- 5  A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
- 6  A school Section 170(b)(1)(A)(ii) (Also complete Part V.)
- 7  A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii)
- 8  A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v)
- 9  A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii) Enter the hospital's name, city, and state ► \_\_\_\_\_ City \_\_\_\_\_ ST \_\_\_\_\_ Country \_\_\_\_\_
- 10  An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A.)
- 11 a  An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A )
- 11 b  A community trust. Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A )
- 12  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc , functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the **Support Schedule** in Part IV-A )
- 13  An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in. (1) lines 5 through 12 above, or (2) sections 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). Check the box that describes the type of supporting organization: ►  Type 1  Type 2  Type 3

Provide the following information about the supported organizations. (See page 6 of the instructions )

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14  An organization organized and operated to test for public safety Section 509(a)(4) (See page 6 of the instructions.)

**Part IV-A Support Schedule** (Complete only if you checked a box on line 10, 11, or 12.) *Use cash method of accounting.*

**Note:** You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total	
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28)	381,307	316,975	1,278,635	117,007	2,093,924	
16 Membership fees received	26,436	36,063	12,560	7,190	82,249	
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	474,349	532,307	477,322	396,591	1,880,569	
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	111,296	61,302	49,058	87,784	309,440	
19 Net income from unrelated business activities not included in line 18					0	
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0	
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					0	
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	0	0	0	0	0	
23 Total of lines 15 through 22	993,388	946,647	1,817,575	608,572	4,366,182	
24 Line 23 minus line 17	519,039	414,340	1,340,253	211,981	2,485,613	
25 Enter 1% of line 23	9,934	9,466	18,176	6,086		
26 Organizations described on lines 10 or 11:	a Enter 2% of amount in column (e), line 24				26a 49,712	
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b	
c Total support for section 509(a)(1) test. Enter line 24, column (e)					26c 2,485,613	
d Add Amounts from column (e) for lines:	18 309,440	19 0			26d 309,440	
	22 0	26b 0			26e 2,176,173	
e Public support (line 26c minus line 26d total)					26e 2,176,173	
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 87.55%	
27 Organizations described on line 12:	a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year					
N/A	(2004) N/A	(2003) N/A	(2002) N/A	(2001)		
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000 (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return.						
N/A	(2004) N/A	(2003) N/A	(2002) N/A	(2001)		
c Add Amounts from column (e) for lines:	15 0	16 0			27c 0	
	17 0	20 0	21 0			27d 0
d Add Line 27a total	0	and line 27b total 0			27e 0	
e Public support (line 27c total minus line 27d total)					27e 0	
f Total support for section 509(a)(2) test. Enter amount from line 23, column (e)					27f 0	
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g 0.00%	
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h 0.00%	
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15					NONE	

**Part V Private School Questionnaire** (See page 7 of the instructions.)

N/A

**(To be completed ONLY by schools that checked the box on line 6 in Part IV)**

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement )		
32 Does the organization maintain the following.		
a Records indicating the racial composition of the student body, faculty, and administrative staff?		
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
d Copies of all material used by the organization or on its behalf to solicit contributions?		
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement )		
33 Does the organization discriminate by race in any way with respect to:		
a Students' rights or privileges?		
b Admissions policies?		
c Employment of faculty or administrative staff?		
d Scholarships or other financial assistance?		
e Educational policies?		
f Use of facilities?		
g Athletic programs?		
h Other extracurricular activities?		
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement )		
34 a Does the organization receive any financial aid or assistance from a governmental agency?		
b Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement		
35 Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B. 587, covering racial nondiscrimination? If "No," attach an explanation		

**Part VI-A Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions.) N/A  
 (To be completed ONLY by an eligible organization that filed Form 5768)

Check  a if the organization belongs to an affiliated group. Check  b if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures		N/A	(a) Affiliated group totals	(b) To be completed for ALL electing organizations
(The term "expenditures" means amounts paid or incurred )				
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)			
37	Total lobbying expenditures to influence a legislative body (direct lobbying)			
38	Total lobbying expenditures (add lines 36 and 37)		0	0
39	Other exempt purpose expenditures			
40	Total exempt purpose expenditures (add lines 38 and 39)		0	0
41	Lobbying nontaxable amount Enter the amount from the following table—			
	<b>If the amount on line 40 is—</b>	<b>The lobbying nontaxable amount is—</b>		
	Not over \$500,000	20% of the amount on line 40		
	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000		
	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000		
	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000		
	Over \$17,000,000	\$1,000,000		
42	Grassroots nontaxable amount (enter 25% of line 41)		0	0
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36		0	0
44	Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38		0	0

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below  
 See the instructions for lines 45 through 50 on page 11 of the instructions.)

N/A  
N/A  
N/A

Calendar year (or fiscal year beginning in)	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
45	N/A	N/A			0
46					0
47	N/A	N/A			0
48	N/A	N/A			0
49					0
50	N/A	N/A			0

**Part VI-B Lobbying Activity by Nonelecting Public Charities**  
 (For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	Yes	No	Amount
a Volunteers		X	
b Paid staff or management (Include compensation in expenses reported on lines c through h.)		X	
c Media advertisements		X	
d Mailings to members, legislators, or the public		X	
e Publications, or published or broadcast statements		X	
f Grants to other organizations for lobbying purposes		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means		X	
i Total lobbying expenditures (Add lines c through h.)			0

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.



**AMENDED AND RESTATED BYLAWS OF  
HUMANE ANIMAL WELFARE SOCIETY OF WAUKESHA COUNTY, INC.  
Adopted 2005**

**ARTICLE 1  
Identification**

**Section 1.01. Name.** The corporation's name is HUMANE ANIMAL WELFARE SOCIETY OF WAUKESHA COUNTY, INC. a Wisconsin non-profit Corporation (The "Corporation" and/or "Society") incorporated under Chapter 181 of the Wisconsin Statutes.

**Section 1.02. Principal and Business Offices.** The Corporation may have such principal and other business offices, within the State of Wisconsin, as the Board of Directors may designate.

**Section 1.03. Registered Agent and Office.** The Corporation's registered agent may be changed from time to time by or under the authority of the Board of Directors. The address of the Corporation's registered office may be changed from time to time by or under the authority of the Board of Directors, or the registered agent. The business office of the Corporation's registered agent shall be identical to the registered office. The Corporation's registered office may be, but need not be, identical with the Corporation's principal office in the State of Wisconsin.

**Section 1.04. Place of Keeping Corporate Records.** The records and documents required by law to be kept by the Corporation permanently shall be kept at the Corporation's principal office.

**Section 1.05. Fiscal Year.** The fiscal year of the Corporation shall be July 1<sup>st</sup> through June 30<sup>th</sup>.

**ARTICLE 2  
Membership**

**Section 2.01. Members.** Members must be at least 18 years of age, must pay an annual membership fee as determined by the Board of Directors and must sign a statement that they will subscribe to the Purposes and Principals of the Society as stated in Article 3. The effective date of the membership for new members will be the date the application and membership fee is received at HAWS.

Renewal of memberships will be on an annual basis provided the renewal of membership and fees are received within 30 days of the expiration of the previous membership term. Any renewal received after the 30-day period will be considered a new member, with a new effective date of membership.

**Section 2.02. Voting Rights.** Members having paid their annual membership are eligible to vote at any membership meeting provided they have been members for at least three (3) months prior to such a meeting. Voting by proxy is not permitted. Absentee ballots will be accepted for special and annual meetings. Upon request, ballots will be forwarded by mail to eligible voting members. They must be received at HAWS office 48 hours prior to the meeting in order to be included in the ballot count.

**Section 2.03. Termination of Memberships.** The Board of Directors may deny membership if the reasons for joining are not in accord with the purposes set forth in Article 3 of the Restated Articles of Incorporation. The Board of Directors may revoke a membership if a member, subsequent to joining, persists in a code of conduct detrimental to the purposes of the Corporation or violates any of these Bylaws. Dues may be refunded.

**Section 2.04. Annual Meetings.** The annual meeting for the election of Directors and the transaction of any other business shall be held during the month of September at such place as may be designated by the Board of Directors. Notice of the meeting will be mailed to members at least ten (10) days in advance.

**Section 2.05. Special Meetings.** Special meetings shall be called at any time by the Secretary when so directed by the President or by a majority of the Board of Directors. Notice shall be mailed to members at least ten (10) days in advance.

**Section 2.06. Quorum.** Thirty (30)-voting members shall constitute a quorum at the annual or special meetings.

**Section 2.07. Rules.** Robert's Rules of Order shall govern the conduct of the Corporation.

### **ARTICLE 3**

#### **PURPOSE AND PRINCIPLES**

The Corporation shall be engaged in any lawful activity authorized by Chapter 181 of the Wisconsin Statutes and within the meaning of Section 501 (c) (3) of the Internal Revenue Code. To the extent consistent with the above general purposes, the specific purposes and principles of the Corporation shall be as follows:

The Corporation's purpose is the prevention of cruelty to animals and the inculcation and promulgation of humane sentiments and principles and the obtaining of a union of effort in humane work in Waukesha County and the State of Wisconsin. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and provided further that such Society shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

The Society's principles decree that no animals shall be surrendered, released or sold for medical, educational or commercial research or experimentation to any individual, school, organization, business or representative thereof.

Notwithstanding any other provisions of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (2) by a corporation, contributions which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

#### **ARTICLE 4**

##### **Board of Directors**

**Section 4.01. General Powers.** The Corporation's powers shall be exercised by or under the authority of, and its business and affairs shall be managed under the direction of its Board of Directors, subject to any limitation set forth in the Articles of Incorporation. The general powers apply to the working of the Board of Directors and are not intended to direct the day to day operations of the Animal Shelter. Robert's Rules of Order shall govern the conduct of the Board of Directors of the Corporation.

**Section 4.02. Election.** Nominees getting the most votes at the annual meeting are elected to the Board of Directors. The nominees receiving the most votes will serve the longest terms available. Only members are eligible for nomination and election to the Board of Directors. Employees of the Society and their relatives and relatives of the Directors cannot serve on the Board of Directors. Each Director must sign a statement that they will abide by the purpose and principles of the Corporation stated in Article 3.

**Section 4.03. Number, Tenure, and Qualifications.** The Board of Directors shall consist of no less than twelve (12) and no more than fifteen (15) Directors elected as stated in Section 4.02 of these Bylaws. Each newly elected Director shall hold office for a period of three (3) years or until their successor shall have been elected or until their prior death, resignation, or removal. Board members terms will be in a staggered rotation where one-third of the member's terms will end each year.

A Director may be removed from office for just cause at any Directors' meeting called for that purpose by a majority vote of the Directors present at such meeting, provided that a quorum is present. A Director may resign at any time by delivering their written resignation to the Board of Directors. The absence of a Director from three (3) consecutive regular meetings of the Board of Directors without obtaining the consent of the President for such absence shall be considered cause for dismissal at the discretion of the Board of Directors. Leave of absence for cause, not to exceed one (1) year, may be granted at the discretion of the President.

**Section 4.04. Meetings.** The Board of Directors will conduct regularly scheduled meetings; frequency, time and place to be determined by the President and/or majority of Directors. Special meetings of the Board of Directors may be called by or at the request of the President of the Board or any two Directors. The person or persons authorized to call special Board of Directors' meetings may fix any place within the State of Wisconsin, as the place for holding any special Board meeting called by them, and if no other place is fixed, the meeting place shall be the Society's principle office in the State of Wisconsin, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of Directors in attendance at the meeting.

**Section 4.05. Notice of Meetings; Waiver of Notice.** Notice of each Board of Directors' meeting, except meetings pursuant to Section 4.04 of these Bylaws, shall be delivered to each Director at their business address or at such other address as the Director shall have designated in writing and filed with the Secretary. Notice may be given orally or communicated in person, by telephone, telegraph, teletype, facsimile, other form of wire or wireless communication, private carrier, or any other manner provided by Chapter 181. Notice shall be given not less than 48 hours before the meeting being noticed or five (5) days before the meeting being noticed if the notice is given by mail or private carrier. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Oral notice is effective when communicated.

A Director may waive notice required under this section or by law at any time, whether before or after the time of the meeting. The waiver must be in writing, signed by the Director and retained in the corporate record book. The Director's attendance at or participation in the meeting shall constitute a waiver of notice of the meeting, unless the Director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**Section 4.06. Quorum Requirement.** Except as otherwise provided by Chapter 181, the Articles of Incorporation, or these Bylaws, a majority of all current Directors of the Corporation shall constitute a quorum for the transaction of business at any Board of Directors' meeting. A majority of all the current Directors appointed to serve on a committee as authorized in Section 4.12 of these Bylaws shall constitute a quorum for the transaction of business at any committee meeting.

**Section 4.07. Voting Requirement.** The affirmative vote of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors or a committee of the Board of Directors. This provision shall not, however, apply to any action taken by the Board of Directors pursuant to Section 4.13, Action Without A Meeting.

**Section 4.08. Conduct of Meetings.** The order of business at any Directors' meeting shall be designated by the President. The order of business at any meeting may, however, be changed by the vote of those persons in attendance, in accordance with 4.07 of these Bylaws.

**Section 4.09. Vacancies.** Any vacancy occurring on the Board of Directors due to resignation, dismissal or death shall be filled by the affirmative vote of a majority of the Directors remaining in office for the remainder of the term of the person being replaced. Any increase in the number of Directors to serve on the Board must be proposed by a majority of the present Board members and approved by majority vote of the membership present at the next annual meeting.

**Section 4.10. Compensation and Expenses.** The Board of Directors of the Corporation shall receive no compensation for their services to the Corporation.

**Section 4.11. Directors' Assent.** A Director of the Corporation who is present and is announced as present at a meeting of the Board of Directors or of a committee of the Board of which he or she is a member, at which meeting action on any corporate matter is taken, shall be deemed to have assented to the action taken unless (1) the Director objects at the beginning of the meeting (or promptly upon their arrival) to holding the meeting or transacting business at the meeting; or (2) minutes of the meeting are prepared, and the Director's dissent to or abstention from the action taken is entered in those minutes; or (3) the Director delivers written notice that complies with the provisions of Chapter 181 of their dissent or abstention to the presiding officer of the meeting before the meeting's adjournment or to the Corporation immediately after the adjournment. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

**Section 4.12. Committees.**

**Nominating Committee.** The President shall appoint a nominating committee of no less than three (3) voting members to make nominations for Directors as needed. Additional nominations may be made by the general membership at least thirty (30) days prior to the date of the annual meeting. All nominations must be made in writing, shall include a brief biography of the nominee and a statement that they are willing to serve as a Director.

**Endowment Fund Committee.** The Endowment Fund Committee shall consist of three (3) Trustees. The trustees shall invest the endowment fund assets for the benefit of the Corporation. The Treasurer will be one of the Trustees. The remaining two Trustees shall be appointed by the President, with the approval of the Board of Directors, to staggered terms of two (2) years each. The appointees may or may not be members of the Board of Directors but shall be persons who have recognized competence in the administration of property and financial funds and who are in sympathy with the goals and purposes set forth in Article 3 of these Bylaws. All bequests will be placed in the Endowment Fund, as well as any contributions specifically designated for the Endowment Fund by the donor. Other amounts can be transferred to the Endowment Fund by action of the Board of Directors. All income from the Endowment Fund (i.e. dividends, interest, rents, royalties and realized capital appreciation) shall be transferred to the Corporation Operating Fund to meet current expenses as necessary. The Trustees, at their discretion may transfer money from the Endowment Fund principal to the Corporation Property Fund for capital expenditures and to the Corporation Operating Fund to meet annual operating fund expenses. Distribution as to income or principal rests solely with the Trustees and cannot be overruled by the Board of Directors of the Corporation. Meetings of the Trustees will be held at least quarterly at a time and place to be determined by the Treasurer.

An accounting of the assets of the endowment fund shall be provided to the Board of Directors on no less than a quarterly basis. The restricted assets shall at no time be transferred to the Corporations operating funds but shall be used solely for the restricted purposes designated by the donor.

**Committees.** The President shall appoint such other committees as deemed necessary. An appointee who is not a member must sign a statement that they will abide by the purpose and principles of the Society as stated in Article 3 and their appointment must be approved by the Board of Directors.

**Section 4.13. Action Without a Meeting.** Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of Chapter 181 to be taken by the Board of Directors at a Board Meeting may be taken without a meeting if one or more written or electronic consents, setting forth the action so taken, shall be signed by all of the Directors entitled to vote on the subject matter of the action and retained in the corporate records.

Action taken pursuant to written consent shall be effective when the last Director signs the consent or upon such other effective date as is specified in the consent.

## **ARTICLE 5 Officers of the Corporation**

**Section 5.01. Number and Titles.** The Society's principal officers shall be a president, a vice-president, a secretary, and treasurer, each of whom shall be a member of the Board of Directors. The same person may hold more than one office except the President who shall not hold any other office.

**Section 5.02. Election, Appointment and Tenure.** The officers shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors, or to the extent authorized in these Bylaws, by another duly appointed officer of the Society. Each officer shall be elected or appointed for a period of one (1) year, and shall hold office until their successor shall have been duly elected or appointed or until the officer's prior death, resignation or dismissal.

**Section 5.03. Additional Officers, Agents, etc.** In addition to the officers referred to in Section 5.01 of these Bylaws, the Society may have such other officers, assistants to officers, acting officers, advisors, and agents as the Board of Directors may deem necessary and may appoint. Each such person shall act under their appointment for such period, have such authority, and perform such duties as may be provided in these Bylaws, or as the Board may from time to time determine. The Board of Directors may delegate to any officer the power to appoint any subordinate officers, assistants to officers, acting officers, or agents. In the absence of any officer, or for any other reason the Board of Directors may deem sufficient, the Board may delegate, for such time as the Board may determine, any or all of an officer's powers and duties to any other officer or to any Director.

**Section 5.04. Removal.** The Board of Directors may remove any officer or agent, but the removal shall be without prejudice to the contract rights, if any, of the person so removed. Election shall not of itself create contract rights. An officer may remove, with or without cause, any officer or assistant officer who was appointed by that officer.

**Section 5.05. Resignations.** Any officer may resign at any time by giving written notice to the President. Any such resignation shall take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the Corporation accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective.

**Section 5.06. Vacancies.** A vacancy in any office because of death, resignation or dismissal, disqualification, or other reason shall be filled in the manner prescribed for regular elections or appointments to the office.

**Section 5.07. Powers, Authority, and Duties.** Officers of the Corporation shall have the powers and authority conferred and the duties prescribed by the Board of Directors or the officer who appointed them in addition to and to the extent not inconsistent with those specified in other sections of this Article 5.

**Section 5.08. The President.** The President shall be the Society's chief executive officer and subject to the Board of Directors' control, shall in general, perform all duties incident to the office of President and such other duties as from time to time may be assigned by the Board of Directors.

**Section 5.09. The Vice President.** In the President's absence, or in the event of their death or inability or refusal to act, or if for any reason it shall be impractical for the President to act personally, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject all the restrictions upon the President. The Vice President shall perform such other duties and have such authority as from time to time may be delegated or assigned by the President or by the Board of Directors. The execution of any instrument of the Corporation by any Vice President of the Corporation shall be conclusive evidence, as to third parties, of their authority to act in the President's place.

**Section 5.10. The Secretary.** The Secretary shall, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors or the President.

**Section 5.11. The Treasurer.** The Treasurer of the Society shall in general, perform all duties incident to the office of Treasurer, including preparation of an annual budget, maintain the membership list, and such other duties as from time to time may be assigned by the Board of Directors or the President.

**ARTICLE 6**  
**Contracts, Loans, Checks, and Deposits**

**Section 6.01. Contracts.** The Board of Directors by resolution may authorize any officer or officers, or agent or agents of the Society to enter into any contract or execute or deliver any instrument in the Society's name and on its behalf. The authorization may be general or confined to specific instruments.

**Section 6.02. Loans.** No indebtedness for borrowed money shall be contracted on the Society's behalf and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. The authorization may be general or confined to specific instances.

**Section 6.03. Checks, Drafts, etc.** All checks, drafts, or other orders for the payment of money, or notes, or other evidences of indebtedness issued in the Society's name shall be signed by such officer or officers, or agent or agents of the Society and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

**Section 6.04. Deposits.** All funds of the Society not otherwise employed shall be deposited from time to time to the Society's credit in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

**ARTICLE 7**  
**Indemnification**

The Society may, to the fullest extent authorized by Chapter 181, indemnify any Director or Officer of the Society against reasonable expenses and against liability incurred by a Director or Officer in a proceeding in which they were a party because they were a Director or Officer of the Society. These indemnification rights shall not be deemed to exclude any other rights to which the Director or Officer may otherwise be entitled. The Society may, to the fullest extent authorized by Chapter 181, indemnify any employee who is not a Director or Officer of the Society, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all expenses incurred in the proceeding if the employee was a party because they were an employee of the Society. The Society may, to the fullest extent authorized by Chapter 181, indemnify, reimburse, or advance expenses of Directors or Officers.

The Board of Directors may by vote purchase commercial insurance for the benefit of a Director or Officer against any portion of all of the expenses, liabilities or payments arising from any actions against said Director or Officer regardless of whether the Society would be empowered to indemnify said Director or Officer against such liability under this Article 7.

**ARTICLE 8**  
**Amendments**

These Bylaws shall exclusively be amended at any annual meeting or special meeting provided the proposed amendment has been submitted to the membership at least thirty (30) days prior to the meeting. A majority vote of the voting members present shall be required for approval. Voting by proxy is not permitted. The Board of Directors alone cannot amend bylaws.

**ARTICLE 9**  
**Seal**

The Society shall not have a Society's seal, and all formal Society documents requiring a seal shall carry the designation No Seal along with the signature of the Society's Officer or Officers.

## H.A.W.S. BOARD OF DIRECTORS -- 2006

(please do not give out home address/phone information to general public)

*No Compensation*

Name	Email	Address	Phone
<b>Stewart Wangard,</b> <i>President</i>	<a href="mailto:swangard@wangard.com">swangard@wangard.com</a>	4525 N Hewits Point Rd. Oconomowoc, WI 53066	262-567-6560 414-777-1212 (fax)
<b>Michael Nell,</b> <i>1<sup>st</sup> Vice President</i>	<a href="mailto:mnell@geraldnell.com">mnell@geraldnell.com</a>	W283 N3660 Yorkshire Trace Pewaukee, WI 53072	262-695-1147 (h) 262-513-3750 (w) 262-513-3740 (f)
<b>Susan Sorrentino,</b> <i>2<sup>nd</sup> Vice President</i>	<a href="mailto:ssorrent@gklaw.com">ssorrent@gklaw.com</a>	W360 N9049 Brown St. Oconomowoc, WI 53066	920-474-4469 (h) 262-951-7117 (w) 262-951-7001 (f)
<b>Dale Pietenpol,</b> <i>Treasurer</i>	<a href="mailto:dp10pol@lippertcorp.com">dp10pol@lippertcorp.com</a>	S40 W28170 Hwy 59 Waukesha, WI 53189	262-521-1884 (h) 262-521-1693 (b)
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**Line 43 (990) - Other Deductions**

173,254

165,121

8,133

0

Description		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
1	MEDICAL - ANIMAL	54,767	54,767		
2	MICROCHIPS	10,299	10,299		
3	INSURANCE	11,150	10,035	1,115	
4	ADVERTISING & PROMOTION	8,393	8,393		
5	AWARDS & RECOGNITION	6,590	6,590		
6	DUES & SUBSCRIPTIONS	419	419		
7	PROFESSIONAL FEES	70,175	63,157	7,018	
8	MISCELLANEOUS	1,364	1,364		
9	SECURITY	643	643		
10	DAY CAMP	9,454	9,454		
11		0			
12		0			
13		0			
14		0			
15		0			
16		0			
17		0			
18		0			
19		0			
20		0			