

## **Bylaws of Humane Society of Uvalde A Non-Profit Corporation**

These bylaws govern the affairs of Humane Society of Uvalde, a nonprofit corporation (referred to as the 'Corporation'), organized under the Texas Nonprofit Corporation Act.

### **ARTICLE 1**

#### **NAME**

The name of this organization shall be Humane Society of Uvalde, a nonprofit corporation in the city of Uvalde Texas, County of Uvalde.

### **ARTICLE 2**

#### **PURPOSE**

The objective of this corporation shall be to provide public education programs about responsible pet ownership; and to provide low cost spay/neuter services for companion animals and feral cats.

### **ARTICLE 3**

#### **MEMBERS**

- 3.1 Board of Directors. The Board of Directors are the voting members of the organization.
- 3.2 Members. Any person contributing time, money, things of value, or support shall be known as a Member of the organization.

### **ARTICLE 4**

#### **BOARD OF DIRECTORS**

- 4.1 Number. The Board of Directors shall consist of up to nine (9) persons.
- 4.2 Term of Office and Election. Unless removed in accordance with these Bylaws, a Director shall hold office for a term of three (3) years and until a successor is elected, provided that the terms of the Directors shall be fixed to ensure a reasonable continuity of the board. Directors shall be elected by the affirmative vote of a majority of the Board of Directors. Spouses and/or immediate family members may not serve simultaneously on the Board of Directors.
- 4.3 Authority. The Board of Directors shall have control of and be responsible for the management of the affairs and property of this Corporation, shall have the power to fill vacancies of the Board or in offices, shall have full discretion in the election



of Directors of the Corporation and the termination of such Directors, shall appoint and have the power to remove all officers and employees and prescribe their duties, not inconsistent with the provisions of these Bylaws, and generally shall have full power to do, or require to be done, everything necessary for the promotion of the Corporation's welfare.

## ARTICLE 5

### MEETINGS OF THE BOARD OF DIRECTORS

- 5.1 Corporation Meeting. A meeting of the Directors shall be held each year which shall be designated as the Corporation Meeting.
- 5.2 Attendance. A Board Member is entitled to only three (3) unexplained absences from Board meetings per year.
- 5.3 Other Meetings. At least one other regular meeting of the Board of Directors shall be held prior to the end of the year and other regular meeting of the Board of Directors may be held at such other times as may be determined by the Board.
- 5.4 Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of any business.

## ARTICLE 6

### OFFICERS

- 6.1 Numbers and Titles. The officers of this Corporation shall be a President, a Vice President, a Treasurer, and a Secretary, all of whom shall be elected by the Board of Directors at the Corporate Meeting, to serve for a period of one (1) year and thereafter until successors are elected. If the election of officers shall not be held at such corporate meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board of Directors. All Officers shall be elected from the sitting Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.
- 6.2 President. The President shall be the chief executive officer of this Corporation, shall preside at all meetings of the Board and the Corporation, shall be Chairman of the Executive Committee and a member, ex-officio, of all other committees, and, at the direction of the Board of Directors, the President shall have authority to sign such papers as may be required in the sale of securities or other assets belonging to the Corporation or in connection with the settlement of estates or trusts in which the Corporation has an interest.
- 6.3 Vice President. The Vice President shall, in the absence or disability of the President perform the duties of the President and act in the President's stead.
- 6.4 Secretary. The Secretary shall give due notice of the time and place of all meetings, preserve the record of the proceedings of the Corporation and the Board of Directors, and perform such other duties as are usually expected of such



officer. The Secretary shall have custody of the corporate seal, if any should be used; bylaws, records, and general archives of the Corporation, except as they may be expressly placed in charge of others by order of the Board.

6.5 Treasurer.

- a. The Treasurer, or his or her designee, shall have charge and custody of the financial records of the Corporation and shall be responsible for depositing it in its name in depositories approved by the Board of Directors; all monies received, and generally shall perform such duties as pertain to the same office in similar organizations.
- b. At the direction of the Board, the Treasurer shall have the authority to sign such papers as may be required in the sale of securities or other assets belonging to the Corporation or in connection with the settlement of estates or trusts in which the Corporation has an interest.
- c. Funds shall be withdrawn from any depository upon check signed by the Treasurer, and/or such persons as the Board of Directors may designate.
- d. The books and accounts of the Corporation shall be audited periodically, at least once per year, by a Certified Public Accountant selected by the Board of Directors.

## ARTICLE 7

### COMMITTEES

- 7.1 Executive Committee. The Executive Committee shall consist of three (3) of the four (4) current officers of the Corporation. The President shall be its chairperson. The Executive Committee shall act between meetings of the Board and shall possess all the powers of the Board in regard to the conduct of the routine business of the Corporation, subject, however, to any action being confirmed by the board.
- 7.2 Other Committees. The Board of Directors shall have the power to appoint such other committees as it may deem desirable.

## ARTICLE 8

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 8.1 Indemnification. The Corporation shall indemnify any present or former Director or Officer of the Corporation against all judgements, penalties, fines, settlements and reasonable expenses actually incurred by the Indemnitee in connection with any proceeding to which he or she was, is, or is threatened to be named defendant or respondent, by reason of him or her serving or having served, or having been nominated or designated to serve as a Director or Officer of the Corporation.
- 8.2 Other Indemnification and Insurance. The indemnification provided by this Article shall not be deemed exclusive of, or to preclude, any other rights to which those seeking indemnification may at any time be entitled under the Corporations

Articles of Incorporation, any law, agreement or vote of disinterested Directors, or otherwise, or any policies of insurance or other arrangement consistent with law, purchased and maintained by the Corporation on behalf of any Indemnitee, both as to action in his official capacity and as to action in any other capacity.

8.3 Construction. The indemnification provided by this Article shall be subject to all valid and applicable laws, including, without limitation, Article 1396-2.22A of the Texas Nonprofit Corporation Act, and, in the event this Article or any of the provisions hereof or the indemnification contemplated hereby are found to be inconsistent with or contrary to any such valid laws, the latter shall be deemed to control and this Article shall be regarded as modified accordingly, and as so modified, to continue in full force and effect.

**ARTICLE 9**

**AMENDMENT OF BYLAWS**

These Bylaws may be repealed, altered, or amended by a majority vote of the Board of Directors at any meeting of the Board of Directors at which there is a quorum.

**ARTICLE 10**

**EFFECTIVE DATE**

These Bylaws, effective upon their adoption, supercede all former Bylaws of this Corporation.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of Humane Society of Uvalde, a Texas Nonprofit Corporation, and that the foregoing bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted at a meeting of the Corporation on

6.24.05

M.M. Remy  
Secretary 