

BYLAWS
Forney Pet Advocacy and Welfare Society
A Texas Non-Profit Corporation

Article I - NAME, PURPOSE

Section 1: *Name:* The name of the Organization shall be Forney Pet Advocacy and Welfare Society (also referred to in these bylaws as the "*Organization*".)

Section 2: *Purpose:* The purpose of Forney Pet Advocacy and Welfare Society is to prevent cruelty to animals by: **1.** Supporting a healthy pet community and responsible pet ownership by providing access to cost saving veterinary services to those that are unable to afford care for their pets; **2.** Educating the public of these situations to put a stop to animal abuse and irresponsible breeding; **3.** Supporting the region by raising funds for programs, materials and services that improve the lives of animals; **4.** Acting as an advocate on behalf of animals in crisis and support efforts in education, investigation and legislative groups; **5.** Promoting the importance of spaying/neutering and establish relationships and provide referrals to veterinarians offering low cost spay/neuter programs. Forney Pet Advocacy and Welfare Society will endeavor to maximize the percentage of its operating budget, to directly benefit a healthy pet community. Fundraising to support this will be achieved through solicitation and acceptance of contributions from individuals and other methods or events as the Board of Directors of the Organization desire to utilize.

Article II OFFICES

Section 1: *Offices:* The principal office of the Organization shall be located at 214 Aspenwood Trail, Forney, TX 75126. The Organization may also maintain offices at such other places as the Board of Directors may, from time to time, determine.

Article III MEMBERSHIP

Section 1: *General Membership:* This Organization will not have General Membership. Financial supporters will be given the title of "*Donator*", and volunteers will be given the title of "*Volunteer*". Both Donators and Volunteers will have no rights to vote as directed by the Board of Directors. Volunteers will be required to complete a volunteer application, which will be subject to majority vote of the Board of Directors. Volunteers accepted to the Organization are allowed to participate in the activities of the Organization as described in **Article I, Section 2**. Volunteer also have the right to financially support the Organization.

Article IV POWERS

Section 1: *Direction of Powers:* The general powers of the Organization will be exercised, its property controlled, and its business and affairs conducted by or under the direction of the Board of Directors (hereinafter referred to as the Board). The Board may act only by a simple majority vote of all the Directors of the Board in the matters declared above; as well as in all other matters, including all rules and regulations governing the action of the Board, and shall have full authority with respect to the distribution and payment of the monies received by the Organization from time to time; provided, however that the fundamental and basic purposes of the

Organization, as expressed in the Certificate of Incorporation, shall not thereby be amended or changed.

Section 2: *Private Inurement:* No part of the net earnings of the Organization shall inure to the benefit of or be distributed to its Board of Directors, Volunteers, Donators, or any other private persons, except that the Organization shall be authorized and empowered to pay reasonable reimbursements for actual and necessary expenses to further improve the health and wellbeing of the animals, and to make payments and distributions in furtherance of the purposes set forth in **Article I, Section 2.**

Section 3: *Discrimination:* The Organization shall not apply its standards, policies, procedures, or practices inequitably or single out any particular party for disparate treatment unless justified by substantial and reasonable cause. The Organization shall not discriminate against any reasonable application for a Volunteer or Donator for their race, religion, creed, gender, marital status, or sexual preferences.

Section 4: *Lobbying:* The Organization may work to affect legislation that would further the purposes set forth in **Article I, Section 2.** The Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes of the Organization.

Section 5: *Media:* No member of the Board, Volunteer or Donator shall speak to the media on behalf of the Organization without prior approval from the Board.

Section 6: *Promotion:* No member of the Board, Volunteer or Donator shall endorse any business on behalf of the Organization without prior approval from the Board.

Article V – STRUCTURE OF THE BOARD OF DIRECTORS

Section 1: *Board Role, Size, Compensation:* The Board is responsible for overall policy and direction of the Organization. The Board shall also delegate responsibility for day to day operations to Volunteers or Employees. The Board shall have up to ten (10) and not fewer than three (3) Directors. The Board of Directors shall receive no salary for their services; however, the Board may authorize the reimbursement of actual and necessary reasonable expenses incurred by Directors performing duties commensurate with the goals of the organization, as well as any necessary reasonable expenses to further improve the health and wellbeing of the animals and for fundraising.

Section 2: *Elections, Terms:* The initial Directors shall be persons named in the Article of Incorporation. Any Director may be removed, with or without cause, by a majority vote by the Board. Nominations for new Directors may be received by the Secretary two weeks in advance of the annual Board Meeting. These nominations shall be sent out to the Directors with the meeting announcement, to be voted upon at the next meeting. Directors hold a one-year office term. Directors are eligible for reelection. There shall be no limit on the number of terms served.

Section 3: *Directors of the Board, Duties:* There shall be three (3) Officers of the Board, consisting of a President, Secretary, and Treasurer. Officers of the Organization shall, unless otherwise provided by the Board, have such powers and duties as generally pertain to their respective offices. Officers shall have the right to act in such ways to reasonably serve the best interests of the Organization and not as representatives of their employers, or any other organizations or constituencies. Their duties are outlined on Attachment A.

Section 4: *Vacancies:* A vacancy or vacancies in the Board of Directors shall be deemed to exist in the case of the death, resignation, or removal of any Director or if the authorized number of Directors is increased. When a vacancy on the Board exists, nominations for new members may be received from present Directors by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Directors with the regular Board meeting announcement, to be voted upon at the next meeting, however, if the next regular meeting is further than two (2) weeks away a Special Meeting may be called in compliance with **Article VII, Section 2**. These vacancies will be filled only to the end of the former Director's term.

Section 5: *Resignations:* Any Director of the Board may resign at any time by presenting written notice to the Secretary. Such resignation shall take effect at the time specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The successor shall be selected by the rules set forth in **Article V, Section 4**, including a simple majority vote of the remaining Directors of the Board.

Section 6: *Termination, Absences:* Any Director of the Board may be removed with or without cause by a majority vote of all Directors of the Board then in office, provided, however, that the Director who is subject to removal action shall not be entitled to vote on such an action or be counted as a Director when calculating the majority vote.

Section 7: *Election of Officers:* The term of an Officer will expire on June 30th of each year. Officers for the next year (with the exception of President) and the President-elect will be selected at the annual Board meeting. The President will be replaced by the President-elect.

Section 8: *Initial Slate of Officers:* The initial slate of officers will be:

President: Nicole Watkins
Secretary: Lori Pierce
Treasurer: Kim Bader
Animal Welfare Director: LaDonna Finley
Fundraising Director: Shelby McKemy / Kylee McKemy

Article VI COMMITTEES & ADVISORS

Section 1: *Other Committees:* The Board may create committees as needed. The Board shall hold a simple majority vote on the creation of all committees and appointing any/all necessary committee members.

Section 2: Advisors: The Board may appoint from time to time any number of persons as advisors of the Organization. Each such advisor may be appointed to act either singly or as a committee. Each such advisor shall hold office only during the pleasure of the Board. Advisors shall have only such authority or obligations as the Board may determine. No advisor of the Organization shall receive a salary for services provided to the Organization, however, the Board shall be authorized and empowered to pay reasonable compensation for services rendered, or reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Organization, and furthermore the improvement of the health, safety, and wellbeing of the animals.

Article VII MEETINGS

Section 1: Regular Meetings: Regular meetings of the Board will be held on dates to be determined by the President. Meetings of the Board shall be presided over by the President, or in the absence of the President, one of the Officers of the Board, if any, or if none of the foregoing is in office and present and acting, by a chairman to be chosen by the Board. To the extent of practicality, regular meetings may be held in different locations or to include Directors participating via the Internet and/or telephone. Regular meetings are to be held on a regular basis. In the absence of other designation, regular meetings will be held at the digression of the Organization. The Secretary shall cause the organization and distribution of all Board meeting announcements before every regular meeting.

Section 2: Annual Meetings: Beginning in the year 2019, an annual meeting of the Board shall be held at the date, time and place determined by the Board but shall be no later than July 1st of each year.

Section 3: Special Meetings: Special meetings of the Board may be called by or at the request of the President or one quarter (1/4) of the Directors of the Board. The call for a special meeting shall be made by the Secretary.

Section 4: Notice of Meetings: Board announcements including notice of time and place of all regular meetings will be delivered personally, by telephone, or sent by electronic mail. Announcements shall be sent charges prepaid, addressed to "Board Director" at the Board Director's address as it is shown on the records of the Organization. In the event the Board announcement or Special Meeting notice is delivered personally, by telephone, facsimile, or electronic mail it is to be delivered at least forty-eight (48) hours before the time and day the meeting is to be held.

Section 5: Quorum: At all regular and special meetings of the Board, presence of a majority of the total number of the entire Board, then in office, shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, within these bylaws, or by law. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting to another place, time, or date with or without notice. If the meeting is adjourned for more than twenty-four (24) hours, the Secretary shall cause notice to be given to those Directors not present at the meeting at the time of adjournment.

Section 6: *Action Without Meeting:* Actions required or permitted to be taken by the Board or a Committee of the Board may be taken without a meeting. All of the Directors entitled to vote thereat must, individually or collectively, consent in writing to such action. Such written consent or consents shall be filed, with the minutes of the proceedings, to the Secretary, who in return shall notify and file such actions to the Board. Written consent filed by the Board shall have the same force and effect as the unanimous vote of such Directors.

Section 7: *Electronic Mail, Telephone Meetings:* If permitted under applicable law, communication by electronic mail shall be considered equivalent to any communication otherwise required to be in writing. The Organization shall take such steps as it deems appropriate, under the circumstances, to assure itself that communications by electronic mail are authentic. Directors shall also be permitted to participate in meetings of the Board through telephone communication if such can be arranged so that all Directors can hear all other members. The use of a telephone for participation shall constitute presence in person.

Section 8: *Internet Meetings:* Directors shall also be permitted to hold meetings of the Board through Internet communication if such can be arranged so that all Directors shall participate. An Internet chat area will be used for the purpose of any/all Internet meetings. The Organization shall take such steps as it deems appropriate, under the circumstances, to assure itself that communications via Internet chat are authentic. The use of the Internet for participation shall constitute as an official meeting and the Secretary shall record the minutes of the meeting as such.

Section 9: *Presumption of Assent:* Any Director present at a Board or Committee meeting at which action on any matter is taken shall be presumed to have assented to the action taken. He or she has the right to dissent or abstain from any action, however it must be entered in the minutes of the meeting. Such Director shall also be allowed to file a written dissent or abstention to such action with the person acting as the Secretary of the meeting before the adjournment thereof or forward such disagreement or abstention by registered mail to the Secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to any Director who voted in favor of such action.

Article VIII GENERAL PROVISIONS

Section 1: *Contracts:* No officer, agent, or Director shall have any power or authority to enter into any contract, render it liable for any debts or obligations, execute, or deliver any instrument in the name of, or on behalf of the Organization. The Board may however, authorize any Director or Directors, agent or agents, to take such actions. Such authority may be general or confined to specific instances. In the absence of a contrary Board authorization, contracts and instruments may only be executed by the President, Treasurer and Secretary.

Article IX BOOKS, RECORDS, & REPORTS

Section 1: *Permanent, Corporate Records:* The Organization shall keep current and correct records of the accounts, minutes of the meetings and proceedings, records of all Board membership, past and present, of the Organization. All books and records of the Corporation

shall be kept at the principal office of the Corporation for at least (3) three years after the closing of such fiscal year and may be inspected by any director or his or her agent or attorney for any proper purpose at any reasonable time. All books and records of the Corporation shall be available to the public for inspection and copying to the fullest extent required by law. The Board shall publish, at least annually, a report describing its activities, including a financial statement, and a description of any payments made by the Organization to Directors, including all reimbursements of expenses.

Article X RIGHTS OF INSPECTION

Section 1: *Inspections:* Every Director shall have the right at any reasonable time, and on written demand stating the purpose thereof, to examine and make copies of/from the relevant books and records of, accounts, minutes, and bylaws of the Organization. Each such Director shall also have the right at any reasonable time to inspect the physical properties of the Organization. The Organization must establish reasonable procedures to protect against the inappropriate disclosure or release of confidential information.

Article XI FISCAL YEAR

Section 1: *Fiscal Year:* The fiscal year for the Organization shall end May 31.

Article XII FINANCIAL MATTERS

Section 1: *Deposits:* All funds of the Organization not otherwise in use will be deposited to the credit of, or in the name of the Organization. The Board may from time to time deem any/all of the following as desirable ways to employ such monies: banks, trust companies, investments, or other depositories.

Section 2: *Investments:* The funds of the Organization may be employed in whole, or in part, to cash or be invested or reinvested in such properties, stocks, bonds, or other such securities as the Board may from time to time deem desirable.

Section 3: *Loans:* There shall be no loans made by, or to this Organization, and no evidences of indebtedness will be issued in its name unless authorized by a simple majority vote of the Board. No loans will be made by the Organization to any of its Directors, Officers, or agents.

Section 4: *Checks:* All forms of checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness, issued in the name of the Organization, will be signed by such Director or Directors of the Board, as shall from time to time be determined by resolution of the Board.

Article XIII INDEMNIFICATION

Section 1: *Terms of Indemnification:* The Organization may, to the fullest extent, now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he/she (or a person of whom he/she is the legal or personal representative or heir or legatee) is or was a Director, Officer, employee, Associate, Contributor, or any other agent of the Corporation, or of any other organization served

by him/her in any capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses; including attorneys' fees.

Article XIV DISSOLUTION

Section 1: *Dissolution:* Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction in which the principal office of the Organization is then located, exclusively for such purposes, or to such organizations, as the Court of Competent Jurisdiction shall determine, which is operated exclusively for such purposes.

Article XV AMENDMENTS

Section 1: *Amending Bylaws:* The Articles of Incorporation or Bylaws of the Organization may be altered, amended, or repealed, and new Bylaws adopted only upon acting by a simple majority vote of all Directors of the Board, except as otherwise provided in the Articles of Incorporation, or these Bylaws or state law. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors on July 23, 2018.

ATTACHMENT A

Board of Directors Forney Pet Advocacy and Welfare Society A Texas Non-Profit Corporation

President (Officer)

The President will serve as an Officer and will be the Chief Executive Officer (CEO) of the Organization. He/she shall be in charge of all of its activities and business. The President shall serve as a Director of the Board. All other officers and members shall report to the President or his or her delegate. The President will be empowered to call special meetings of the Board as set forth herein and shall be entitled to attend any meeting of any committee. The President shall discharge all other duties as may be required by the Bylaws, as well as all duties that may from time to time be assigned by the Board. Duties include, but are not limited to:

- A. Manage the Organization's website and social media platforms
- B. Correspondence with donators, supporters and any individuals or corporations providing services for or on behalf of the Organization
- C. Orientation of new board members – making sure they understand and are willing to comply with the mission of the organization, receive a copy of the bylaws, and understand the duties of their role

Secretary (Officer)

The Secretary shall keep the minutes of the Board in the appropriate books provided specifically for that purpose. He/she shall see that all notices are duly given in accordance with **Article VII, Section 3** of the Bylaws or as required by law. The Secretary shall perform all duties incident to the office of the Secretary, subject however, to the control of the Board, and such other duties that shall from time to time be assigned to him or her by the Board. Duties include, but are not limited to:

- A. Maintain organizational records including articles of incorporation, bylaws, and meeting minutes
- B. Take Minutes at regular and annual Board meetings
- C. Communication with Board
 - 1) Call for agenda items / Prepare agenda in advance of Board meetings
 - 2) Notification/reminder of Board meetings
 - 3) Provide minutes of previous meeting for review and approval by board
- D. Ensure the Organization and Directors are complying with budgets and bylaws

Treasurer (Officer)

The Treasurer shall manage all financial affairs of the organization. He/she shall be responsible for all funds, properties, and securities held by the Organization. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Organization, as well as record the deposits of all monies and other valuable effects of the Organization. He/she shall deposit all monies and other valuable effects of the Organization in

the name, and to the credit of the Organization in such banks or depositories as the Board may designate. He/she shall at all reasonable times exhibit his or her books and accounts to any Officer or Director of the Organization, or when requested by a Director. He/she shall perform all duties incident to the office of the Treasurer, subject, however, to the control of the Board, and such other duties that shall from time to time be assigned to him or her by the Board. Duties include, but are not limited to:

- A. Prepare annual budget and present to board for approval
- B. Prepare and provide Treasurers Report to Board at, or prior to, regularly scheduled meetings.
- C. Develop and ensure compliance with internal controls and financial management policies
- D. Complete or oversee completion of required financial reporting forms (including annual tax return)
- E. Maintain records of financial transactions

Animal Welfare Director

The Animal Welfare Director shall serve as the organization's liaison with various veterinarian associations. He/she shall recommend community health initiatives, funding implications and best practices. The Animal Welfare Director will coordinate initiatives designed to promote the organization and its services to the community. Duties include, but are not limited to:

- a. Evaluate the benefit of proposed projects/initiatives and present to Board
 - 1) Communicates with vet
 - 2) Finds cost saving methods
- b. Maintain quantitative records regarding projects/initiatives
 - 1) Present to board at regularly scheduled meetings
 - a) How many animals reached
 - b) Benefits to the community

Fundraising Director

The Fundraising Director shall develop fundraising strategies, formulate solicitation procedures, and oversee all fundraising activities. He/she will identify new donor bases, directs and coordinates solicitation of funds. He/she shall act as liaison with funding partners and organizations. The Fundraising Director will collaborate with the Treasurer and President to set funding goals to support the functional infrastructure of the organization. Duties include, but are not limited to:

- A. Organizes events fundraisers
- B. Volunteer Coordinating
- C. Recruit sponsors