

## ARTICLE I. NAME OF ORGANIZATION

The name of the Corporation is Bastrop County Animal Shelter Helpers.

## ARTICLE II. CORPORATE PURPOSE

### Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### Section 2. Specific Purpose

Bastrop County Animal Shelter Helpers undertakes activities to prevent cruelty to animals and improve the welfare of homeless domestic animals in Bastrop County, Texas; and to educate the public on responsible pet ownership, including vaccinations, spay/neuter, and appropriate living environments.

The Corporation partners with local governmental organizations such as Bastrop County Animal Services as well as other animal welfare organizations to reduce the suffering of homeless animals that are admitted to the Bastrop County Animal Shelter.

The specific objectives and purpose of this Corporation shall be:

- a. to meet emergency needs of the shelter animals, primarily medical care;
- b. to reduce the number of unwanted animals in Bastrop County who may need to be sheltered;
- c. to provide facilities, equipment and supplies for the improvement of shelter animal welfare where the shelter's funding is inadequate to do so;
- d. to encourage the shelter's animal fostering community and shelter volunteers;
- e. to assist in relocations of shelter animals to other rescue organizations; and
- f. to increase the awareness of the homeless animal problem and promote responsible pet ownership through advertising and outreach events.

## ARTICLE III. MEMBERSHIP

The membership of the Corporation shall consist of the members of the Board of Directors.

## ARTICLE IV. BOARD OF DIRECTORS

### Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

### Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than four (4) nor more than ten (10) including the following officers: the President, the Vice-President, the Secretary, and the Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time. No paid employees of Bastrop County Animal Shelter may serve on the Board of Directors in order to prevent conflict of interest.

Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, if re-elected, the President and Treasurer may serve two-year terms; the Secretary and Vice-President may serve another one-year term. From end of these initial two terms, members of the Board of Directors may serve two- year terms, thereafter, the intention being to stagger the terms of the Board of Directors to provide continuity. Each member of the Board of Directors shall attend at least nine (9) monthly meetings of the Board per year. Attendance may be by phone.

Each member of the Board of Directors shall contribute at least 40 volunteer hours to the Bastrop County Animal Shelter annually. Provided, however, that the volunteer service requirement for any member who joins after the beginning of the fiscal year for his or her initial one-year term shall be prorated accordingly.

Elections for Board of Directors held after October 14, 2019 shall be held by secret ballot.

### Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held in the month of October of each calendar year at a time and at a location in Bastrop County, Texas, designated by the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

The annual meeting shall be open to the public.

#### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

#### **Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

#### **Section 6. Quorum**

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

#### **Section 7. Forfeiture**

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by December 31<sup>st</sup> shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the

requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 13 of this Article in these by-laws.

#### **Section 8. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular or special meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

#### **Section 9. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

#### **Section 10. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

#### **Section 11. Confidentiality**

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

#### **Section 12. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

#### **Section 13. Removal.**

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance

of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

## **ARTICLE V. OFFICERS**

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board. The offices of Secretary and Vice-President may be combined in the absence of a sufficient number of Board members.

### **Section 1. President**

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. General and active management of the business of the Board.
- b. General superintendence and direction of all other officers of this corporation and ensuring that their duties are properly performed.
- c. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President of a non-profit corporation.

The President shall not vote initially on matters before the Board, and shall provide the tie-breaking vote when necessary.

### **Section 2. Secretary**

The Secretary shall attend all meetings of the Board of Directors, and, will act as a clerk thereof. The Secretary's duties shall include:

- a. Prompt recording of all votes, orders, resolutions, and minutes of all proceedings in an electronic format to be kept for that purpose, which shall be available for review to all other Board members at any time.
- b. In concert with the President, making the arrangements for all meetings of the Board of Directors, including the annual meeting of the Corporation
- c. Sending notices of all meetings to the Board of Directors and making reservations for the meetings.

