

## FRIENDSWOOD ANIMAL ADVOCATES BYLAWS

### ARTICLE I

#### PURPOSES of the CORPORATION

**Section 1.01. Purposes.** *As set forth in the Certificate of Formation, the Friendswood Animal Advocates, also referred to as “Corporation”, is organized exclusively for charitable and educational purposes. These purposes include but are not limited to the following:*

- *The Corporation’s mission is to improve the lives of animals through strategic community alliances.*
- *Build the capacity of our partners to rescue, re-home, and treat homeless animals through adoption events, food donations, transport, and monetary donations. Additionally, build the capacity of individual pet owners to keep their pets properly cared for in their homes.*
- *Develop and present programs to educate children and adults on the importance of spaying and neutering and proper animal care including heartworm prevention; teach safe interaction with animals; animal cruelty prevention including anti-dog fighting.*

### ARTICLE II OFFICES

**Section 2.01. Location.** *The principal office of the Corporation shall be located within or outside Friendswood, Texas at such location as the Board of Directors shall designate. The Corporation may maintain additional offices at locations the Board of Directors may designate.*

### ARTICLE III MEMBER SHIP

**Section 3.01. Members.** *The Corporation membership shall consist of voting and non-voting members. The Corporation shall maintain a membership roster reflecting the names and addresses of the members, their effective date of membership and their voting/non-voting status. The membership roster may be maintained on an information storage device such as electronic data processing equipment provided that the equipment is capable of reproducing the information in clear, legible form for the purpose of inspection by any member upon request.*

**Section 3.02. Voting Members.** *Voting members shall be any person, exclusive of a Junior Member, who remits annual dues to the Treasurer and a signed Corporation Annual Membership and Release of Liability form to the Secretary. All dues shall be paid on an annual basis no later than the first Wednesday in April of the present year. A voting member whose annual dues are more than one (1) month past due shall cease to be a voting member until said dues are remitted.*

**Section 3.03. Non-Voting Members.** *A non-voting member, inclusive of a Junior Member, may participate in Corporation activities and meetings without remitting annual dues; however, submission of a signed Corporation Annual Membership and Release of Liability form is required. Such a member shall not have voting rights and shall not be elected to a Corporation office or appointed to the Board of Directors.*

**Section 3.04. Meetings of the Membership.** *Meetings of the at-large membership, regular or special, shall be held at a location within Friendswood, Texas, and upon such notice as may be prescribed by resolution of the Board of Directors. An annual membership meeting shall be held in April of each year and shall minimally include election of Corporation Officers. The membership shall additionally hold at least seven (7) regular meetings a year.*

**Section 3.05. Absence.** *A voting member who is absent from five (5) consecutive membership meetings shall be deemed to have resigned his/her Corporation membership due to non-participation unless the Board of Directors affirmatively votes to retain said membership.*

**Section 3.06. Removal of a Member.** *A member may have his/her membership terminated by a majority vote of the Board of Directors at any regular or special meeting of the Directors whenever it is judged to be in the best interest of the Corporation.*

#### **ARTICLE IV BOARD of DIRECTORS**

**Section 4.01. Power of the Board.** *The Board of Directors shall manage the affairs of the Corporation. Directors are not required to reside in Friendswood, Texas.*

**Section 4.02. Number of Directors.** *The Board of Directors is comprised of no less than three (3) and not more than seven (7) members. The number of Directors may be increased or decreased by amendment to the Bylaws. No decrease shall shorten the term of any incumbent Director nor shall the number of Directors be decreased at any time to less than three.*

**Section 4.03. Election and Term of Directors.**

- (a) *The Corporation Officers shall be comprised of the President, two (2) Vice-Presidents, the Treasurer and the Secretary. With the exception of the Secretary, each of these Officers is a member of the Board of Directors.*
- (b) *Directors/Officers are elected for a two (2) year term running from the conclusion of the April general membership meeting through the April general membership meeting two (2) years thereafter. The President, the 1st Vice-President and the Secretary, who is not a member of the Board of Directors, will be elected in April of even-numbered years whereas the 2nd Vice-President and the Treasurer will be elected in April of odd-numbered years. The exceptions to these stated terms of office are that if the 2<sup>nd</sup> Vice-President position is initially enacted in an even-numbered year, the initial term for that position will be for one (1) year and if the transition of the election of the Treasurer position is enacted in an even-numbered year, the initial term for that position will be for one (1) year and revert to a two (2) year term the following April. The Outgoing President will serve a one (1) year term as a Director beginning in April of the year in which said President's active term has concluded (typically an even-numbered year). For the following year, an at-large member will be elected to the Board for a one (1) year term.*

**Section 4.04. Qualifications.** *All Directors must reside in the United States and must be voting members of the Corporation.*

**Section 4.05. Vacancies.** *A Director vacancy shall be filled by majority vote of the remaining members of the Board of Directors at any regularly scheduled or special meeting of the Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor and shall serve until a successor is elected.*

**Section 4.06. Removal of Directors.** *A Director may be removed by a majority vote of the Board of Directors at any regularly scheduled or special meeting of the Directors whenever it is judged to be in the best interest of the Corporation. If a removed Director is an Officer of the Corporation, he/she must terminate their Officer position.*

**Section 4.07. Resignation from the Board.** *Directors may resign at any time by providing thirty (30) days written notice to the President. Directors that are Officers of the Corporation (the President, the two (2) Vice-Presidents and the Treasurer) that resign their Board position must also resign their Officer position.*

**Section 4.08. Quorum of Directors and Action by the Board.** *Unless law requires a greater proportion, a majority of the Directors in office shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. A quorum present at the commencement of a meeting shall be deemed present throughout such proceedings. Except as otherwise provided by law, the Certificate of Formation or these Bylaws, the act of a*

*majority of the Directors present at a Board meeting at which a quorum has been met shall be the act of the Board.*

**Section 4.09. Meetings of the Board.**

- (a) Meetings of the Board of Directors, regular or special, may be held at a location within or outside Friendswood, Texas and upon such notice as may be prescribed by resolution of the Board of Directors.*
- (b) An annual Board of Directors meeting shall be held each April after election of Officers and at a time and location set by the Board of Directors. The Board shall additionally hold at least two (2) regular meetings a year; however, they may meet more frequently if circumstances deem it necessary.*
- (c) A Director's attendance at any meeting shall constitute waiver-of-notice of said meeting except in the case of attendance by the Director at a meeting for the purpose of objecting to the transaction of business due to the meeting not having been lawfully called or convened.*
- (d) Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.*
- (e) Notice or waiver of a Board of Directors meeting shall be conveyed to each Board member via an E-mail initiated by the President.*

**Section 4.10. Informal Action by Directors; Meetings by Conference Telephone.**

- (a) Unless otherwise restricted by the Certificate of Formation or Bylaws and upon a majority of the Directors' consent, in lieu of a meeting, any action required or permitted by the Board may be taken in writing via fax, surface mail or electronic mail for the adoption of a resolution authorizing the action. The resolution, and the written consent thereto by the Directors, shall be filed with the minutes of the proceedings of the Board.*
- (b) Unless otherwise restricted by the Certificate of Formation or Bylaws, a majority of the Directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or other means by which all persons participating in the meeting are able to communicate with one another and such participation shall constitute presence at the meeting.*

**Section 4.11. Voting.** *Each Director shall have one (1) vote. Directors must be present at Board meetings to deem their vote valid and no proxy votes shall be allowed.*

**Section 4.12. Compensation.** *Directors shall not receive any compensation for services rendered to the Corporation as members of the Board.*

**Section 4.13. Absence.** *Each Board member is expected to communicate with the*

*President in advance of all Board meetings stating whether or not he/she will be able to attend or participate by conference telephone or other agreed upon means of communication. Any Board member who is absent without excuse from two (2) consecutive Board meetings shall be deemed to have resigned due to non-participation and his/her position shall be declared vacant unless the Board affirmatively votes to retain the Director as a member of the Board.*

## **ARTICLE V COMMITTEES**

**Section 5.01. Committees of Directors.** *The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more Corporation management committees comprised of at least two (2) persons and the majority of said committee members must be Directors. Such committees shall have and may exercise the authority of the Board of Directors in the governance of the Corporation provided committee action is by a majority of said committee members. However, no committee shall have the authority to amend or repeal the Bylaws, elect or remove any Officer or Director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.*

**Section 5.02. Advisory Committees and Task Forces.** *The Board of Directors may appoint at-large Corporation members to advisory committees and task forces as they deem appropriate to create. Such committees and task forces shall have the power and duties designated by the Board of Directors and shall only give advice and make non-binding recommendations to the Board.*

**Section 5.03. Term of Office.** *Each Board of Directors appointed Committee Chair shall serve a term up to the next annual meeting of the Board of Directors or until a successor is appointed unless the committee is dissolved by the Board.*

**Section 5.04. Vacancies.** *The President may fill a Committee Chair vacancy.*

**Section 5.05. Rules.** *Each committee and task force may adopt rules for its meetings not inconsistent with Bylaws or with rules adopted by the Board of Directors.*

## **ARTICLE VI OFFICERS, NON-OFFICER POSITIONS, AGENTS and EMPLOYEES**

**Section 6.01. Officers.** *The voting members of the Corporation shall elect Officers of the Corporation as has been stated in Article IV, Section 4.03, (a) and (b). The President*

*must have previously served as either Vice-President or President of the Corporation. Officers shall not receive any salary. Any voting member, exclusive of the President and Secretary, may hold two (2) offices. The President and the Secretary may not hold an additional office.*

**Section 6.02. Terms of Office.** *Officers are elected to terms as has been stated in Article IV, Section 4.03, and (b).*

**Section 6.03. Vacancies.** *An Officer vacancy shall be filled by majority vote of the members of the Board of Directors at any regularly scheduled or special meeting of the Directors. An Officer appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor in office and shall serve until a successor is elected.*

**Section 6.04. Removal.** *Any Officer may be removed by a majority vote of the Board of Directors whenever in the Board's judgment the best interests of the Corporation will be served thereby. If a removed Officer is a member of the Corporation's Board of Directors, he/she must terminate their Board position.*

**Section 6.05. Resignation from Office.** *Officers may resign at any time by providing thirty (30) days written notice to the President. Officers that are members of the Corporation's Board of Directors (the President, two (2) Vice-Presidents and the Treasurer) that resign their Officer position must also resign their Board position.*

**Section 6.06. Non-Officer Positions.** *The voting members of the Corporation shall elect a Curator and a Parliamentarian to non-Officer positions. The Curator and Parliamentarian will be elected to two (2) year terms in April of odd-numbered years, the exceptions being if the Curator position transitions from a one (1) to two (2) year term in an even-numbered year and the Parliamentarian's position is enacted in an even-numbered year, the terms will temporarily be for one (1) year. A Curator and Parliamentarian vacancy, removal, or resignation from said position will be addressed as has been stated for Officers in Sections 6.03, 6.04 and 6.05.*

**Section 6.07. Agents.** *The registered Agent and registered office address of the Corporation shall be as specified in Article 2 of the Certificate of Formation until said individual relinquishes the position or is formally replaced by majority vote of the Board of Directors. Upon such occurrence, the President shall be responsible to ensure applicable documents are updated and appropriately recorded.*

**Section 6.08. Powers and Duties.** *The powers and duties of the Corporation Officers shall be as follows:*

*(a) President. The President shall preside at meetings of the Board of Directors as*

*well as at-large membership meetings. The President shall play a major role in resource development and in representing the Corporation within and outside the Friendswood, Texas community. When authorized by the Board of Directors, the President, as well as the two (2) Vice-Presidents, may sign deeds, bonds, mortgages or other instruments, and may enter into agreements necessary to carry out the mission and programs of the Corporation except where Bylaws or policies adopted by the Board require the signature of other Officers or agents of the Corporation. The President shall communicate such matters to Officers and the Board of Directors. Additionally, the President shall make suggestions that in his/her judgment will increase the usefulness of the Corporation, promote its prosperity and welfare, and subject to supervision of the Board of Directors, shall perform all duties customary to that office.*

- (b) Vice-Presidents.** *In the absence of the President, or in his/her inability to act resulting from any cause, the 1<sup>st</sup> Vice-President shall perform the duties of the President. In the absence of the President and 1<sup>st</sup> Vice-President, the 2<sup>nd</sup> Vice-President shall perform the duties of the President. Both Vice-Presidents shall assume a major role in resource development and in representing the Corporation within and outside the Friendswood, Texas community. The 1<sup>st</sup> Vice-President, or in his/her absence, the 2<sup>nd</sup> Vice-President, shall be responsible for publishing an agenda for, and keeping an accurate record (minutes) of, all Board of Director meetings. The 2<sup>nd</sup> Vice-President shall be responsible for solicitation of membership participation in, and coordination of local events. Additionally, both Vice-Presidents shall perform general duties customary to the office of Vice-President as well as other duties assigned by the President or the Board of Directors.*
- (c) Secretary.** *The Secretary shall be responsible for publishing an agenda for, and keeping an accurate record (minutes) of, all regular and special/emergency at-large membership meetings. Additionally, the Secretary shall, in concert with the Membership Chairperson, maintain the membership roster, see that all notices are duly provided in accordance with the Corporation's Bylaws or as required by law, maintain official records of the Corporation, and perform general duties customary to the office of Secretary as well as other duties as assigned by the President or the Board of Directors.*
- (d) Treasurer.** *The Treasurer shall be responsible for the Corporation's financial management including maintaining all appropriate fiscal records. Additionally, the Treasurer shall ensure that all funds are recorded, spent, and monitored consistent with fund and legal requirements and sound financial management, and shall prepare an annual Corporation financial report for Director approval that must conform to accounting standards adopted by the American Institute of Certified Public Accountants and must include a statement of support, revenue and*

- expenses, a statement of changes in fund balances, a statement of functional expenses, and a balance sheet for each fund.*
- (e) **Curator.** *The Curator shall maintain historical information relating to the Corporation.*
- (f) **Parliamentarian.** *The Parliamentarian shall effectively manage the Corporations at-large membership meetings as needed per Robert's Rules of Order and Texas Business Organizations Code Chapter 22 for Nonprofit Corporations.*

**Section 6.09. Compensation.** *Officers, as well as the Curator and Parliamentarian, shall not receive any compensation for services rendered to the Corporation.*

## **ARTICLE VII VOTING**

**Section 7.01. Quorum of Voting Members.** *A minimum of twenty-five (25) percent of voting members is required at the commencement of an at-large membership meeting to constitute a quorum and hence, allow continuing with said meeting. Once having been established, a quorum shall be deemed present throughout such proceedings and a simple majority of the larger of a quorum or of voting members then present shall be considered as affirmative in any vote.*

**Section 7.02. E-mail Voting.** *Any matter for which voting via e-mail is applicable must be electronically posted to the at-large membership. Any voting member wishing to vote on the matter presented must respond to the e-mail address provided in the notice prior to the expiration of forty-eight (48) hours from the date/time the matter is posted. E-mail votes shall only be accepted from voting members and a simple majority of the at-large membership quorum as defined in Section 7.01 will be considered an affirmative vote on the matter.*

## **ARTICLE VIII MISCELLANEOUS**

**Section 8.01. Fiscal Year.** *The fiscal year of the Corporation shall be the calendar year or other period as deemed by the Board of Directors.*

**Section 8.02. Contracts and Other Documents.** *The Board of Directors may authorize the President to enter into contracts or to execute and deliver other documents and instruments on the Corporation's behalf. Such Board authority may be vested in other Officers or agents of the Corporation for specific purposes.*



**Section 8.03. Gifts.** *The Board of Directors may authorize the President to accept on behalf of the Corporation any contribution, gift, bequest, or device benefiting the purposes of the Corporation.*

**Section 8.04. Checks, Drafts, Loans, etc.** *All checks, drafts, loans, or other orders for the payment of money, or agreement to acceptances, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President and/or Treasurer of the Corporation.*

**Section 8.05. Amendment of Certificate of Formation and Bylaws.** *The Certificate of Formation and the Bylaws of the Corporation may be adopted, amended, or repealed by at least a two-thirds (2/3) vote of the at-large voting members present provided that at least ten (10) days written notice has been given each member of the intention to adopt, amend, or repeal the Certificate of Formation or the Bylaws.*

**Section 8.06. Loans to Directors and Officers.** *The Corporation shall make no loans to Corporation Directors or Officers.*

**Section 8.07. Anti-discrimination.** *Members in the Corporation participating in any activity of the Corporation shall not be denied or abridged to any individual on account of race, color, religion, gender, age, national origin, disability or sexual orientation.*

**Section 8.08. Anti-harassment.** *The Corporation strongly disapproves of and will not tolerate harassment based on race, color, religion, gender, sexual orientation, national origin, age, marital status, disability, veteran status or any other basis protected by federal, state or local law including sexual harassment.*

**Section 8.09. Indemnification and Insurance.**

(a) *Unless otherwise prohibited by law the Corporation shall indemnify any Director or Officer, any former Director or Officer, and may by resolution of the Board of Directors indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals), to which he/she may be or is made a party by reason of being or having been such Director, Officer, or employee subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he/she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his/her own negligence or misconduct in the performance of a duty to the Corporation.*

(b) *Amounts paid in indemnification of expenses and liabilities may include, but shall*

- not be limited to, counsel fees and other fees, costs and disbursements, and judgments, fines, and penalties against, and amounts paid in settlement by such Director, Officer, or employee. The Corporation may advance expenses to or where appropriate, may itself, at its expense, undertake the defense of any Director, Officer, or employee provided, however, that such Director, Officer or employee shall undertake to repay or reimburse such expense if it should ultimately be determined that he/she is not entitled to indemnification under this Article.*
- (c) The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.*
  - (d) The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such Director, Officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law.*
  - (e) The Board of Directors may authorize the purchase of insurance on behalf of any Director, Officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a Director, Officer, employee, or agent or out of acts taken in such capacity whether or not the Corporation would have the power to indemnify the person against that liability under law.*
  - (f) In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of 509 of the Code, then during such time no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure as defined in 4941(d) or 4945(d), respectively, of the code.*
  - (g) If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.*

**FRIENDSWOOD ANIMAL ADVOCATES BYLAWS APPROVAL**

*Signature: Melanie Reyes  
Director*

*Date: April 6, 2016*

*Signature: Christina Wood  
Director*

*Date: April 6, 2016*

*Signature: Karen Van Auken  
Director*

*Date: April 6, 2016*

*Signature: Robert Selig  
Director*

*Date: April 6, 2016*

*Signature: Cathy Barido  
Director*

*Date: April 6, 2016*

*Attested to and certified by:*

*Signature: Tara Cantieri  
Secretary*

*Date: April 6, 2016*