

CEN-TEX HUMANE SOCIETY
5501 Clear Creek Road
Killeen, Texas 76549

BYLAWS

December 1, 2011

ARTICLE I

CORPORATE TITLE

The corporate title of this organization shall be the CEN-TEX HUMANE SOCIETY, hereafter known as the Society, a non-profit corporation chartered under the laws of the State of Texas. The principal office of the Society shall be located in Killeen, Bell County, Texas. The Society may establish and maintain branches and offices elsewhere.

ARTICLE II

PURPOSE AND OBJECTIVES

SECTION 1. Purpose. The purpose of the Society is to actively promote the welfare of homeless companion animals through the accomplishment of its objectives.

SECTION 2. Objectives. The Society pursues these objectives through its general membership, the members of the Executive Board and its Second Chance Animal Adoption Center.

- (1) Take in surrendered, neglected or abandoned companion animals and provide them with food, shelter and essential health care until placed into a suitable home.
- (2) Operate a no-kill shelter, euthanizing animals only in cases of terminally ill or injured animals suffering intractable pain or those determined to be dangerous to humans in accordance with policies adopted by the Executive Board. Only a licensed person will perform euthanasia.
- (3) Promote policies and measures through education and other means to prevent cruelty to animals
- (4) Provide a low cost, community-oriented adoption service for companion animals
- (5) Actively conduct and promote animal sterilization to reduce the homeless animal population in Central Texas
- (6) Conduct periodic low-cost shot clinics for the community at large to promote responsible pet health care and wellness.
- (7) Conduct pet care training and education to promote responsible pet ownership

- (8) Participate in community-sponsored activities and events that contribute to animal welfare and pet adoption
- (9) Maintain strong ties with community veterinarians, municipal animal control facilities, commercial businesses, and community leaders

ARTICLE III

EXECUTIVE BOARD

SECTION 1. Definition. The Executive Board shall consist of the Officers and Directors of the Society as defined in Articles IV and V below.

SECTION 2. Authority. The Executive Board directs all activities and exercises the power of the Society.

SECTION 3. Regular Meetings. The Executive Board shall meet at such times and places as may be determined by action of the Board, normally on the third Thursday of each month except December or unless circumstances specify otherwise.

SECTION 4. Special Meetings. Special meetings of the Executive Board may be called by the President or at the request of any three (3) Directors and/or Officers, provided that before the meeting is held, at least forty-eight (48) hours notice be given personally, by mail, email, or by telephone to each member of the Board.

SECTION 5. Quorum. At a regular or special meeting of the Executive Board, a majority of the members of the Board constitute a quorum and a majority of those present shall decide a question, with the exception of those questions for which a greater proportion is specifically required by the Bylaws of this Society.

SECTION 6. Rules of Order. The President shall preside at all meetings of the Executive Board and shall have the privilege of voting only for the purposes of breaking a tie. The Secretary of the Society is responsible for the minutes of all Executive Board meetings. The current edition of Robert's Rules of Order Newly Revised will govern the conduct of the meetings.

SECTION 7. Voting. All Directors and Officers, with the exception of the President, shall have the privilege of voting. The President may vote only in the case of a tie. The Vice President may not vote when acting as the President

SECTION 8. Removal from Office. The Executive Board may remove for cause duly shown, such as conduct unbecoming, commission of offenses or actions detrimental to the best interests of the society, is unable, unwilling or fails to discharge the duties or responsibilities of their office, any Officer or Director from office by a two-thirds (2/3) vote of the members of the Executive Board present and voting at any meeting for which advance notice of not less than ten (10) days shall be given; provided, further, that written notice, stating the for-cause grounds for removal from office shall have been delivered or mailed to the Officer or Director, and a full and complete hearing is afforded the Officer or Director, if not waived.

ARTICLE IV

OFFICERS

SECTION 1. President. The President shall preside at all meetings of this Society and at all meetings of the Executive Board. He shall be its chief Executive Officer exercising general supervision over the interests and affairs of this Society, subject to the direction of the Executive Board. The President or the designated representative(s) shall provide direct supervision of the Manager of the Second Chance Animal Adoption Center, monitor daily operations of the Second Chance Animal Adoption Center and through committee assignments coordinate the activities of the Officers and Directors in the accomplishment of specific objectives. The President shall serve as an ex officio member of all committees of the Executive Board. At the General (membership) meeting of the Society in November the President will report on the general state of the Society.

SECTION 2. Vice-President. The Vice-President shall perform such duties as assigned by the President and assume all duties of the President when the latter is unavailable, incapacitated, or for any reason cannot serve.

SECTION 3. Secretary. The Secretary shall be responsible for:

- 1) Keeping of all records and minutes of regular and special nominating and voting meetings of the Society and the meetings of the Executive Board and General Membership meetings. Maintenance of record copies of all correspondence not maintained by other officers or directors.
- 2) Provides notice of the time and place of all meetings.
- 3) Maintaining the official documents of the organization, including the Bylaws, Rules of order, standing rules, correspondence and minutes. The Secretary keeps the Bylaws and other governing documents current with any changes made through the amendment process.
- 4) Performing such other duties as may be assigned by the President or Executive Board.
- 5) Maintain the membership roster, providing timely notice of renewal for annually expiring memberships. Performance of this function may be accomplished by another society member.
- 6) At the expiration of the term of office, deliver to their successor, or to the President, all records and property belonging to the Society.

SECTION 4. Treasurer. The Treasurer shall:

- 1) Under the direction of the Executive Board, conduct the financial operations of the Society
- 2) Adhere to the Society Financial Control procedures.
- 3) Receive all fees, dues and other monies constituting the revenue of this Society which shall be deposited in such manner as is designated by the Executive Board
- 4) Disburse funds in a manner authorized by the Executive Board.
- 5) Provide a written Treasurer's (fiscal) report at each (monthly) meeting comparing by category monthly experienced revenue with operating expenditures

- 6) Based on current fiscal year experience and projected changes prepare an annual operating budget at the end of each fiscal year for the projected year
- 7) In conjunction with the finance committee, assist in providing budgetary analyses of trends in revenue and expenses.
- 8) Prepare annual status report to the Society as directed
- 9) Provide to the current CPA monthly bank statements, quickbooks reports, copies of the checkbook register, copies of revenue received, payroll data, vendor invoices, statements, and such other documents as may be requested.
- 10) Maintain records that will allow an external audit of the books at the end of the fiscal year
- 11) At the expiration of term of office, the Treasurer shall deliver over to the successor or to the President, all funds, books of account, and other property of the Society.

SECTION 5. Immediate Past President. The Immediate Past President, having served at least one full term in office shall attain his office by succession thereto. It shall be his duty to act only in an advisory capacity and shall not have the privilege of voting.

SECTION 6. Past President. Every retiring President shall receive the title of "Past President". In the event of a vacancy in the office of the Immediate Past President, the most recent consenting Past President shall fill the position for the remainder of the existing term.

SECTION 7. Order of Succession. The order of succession in the event a vacancy occurs in the office of the President shall be: Vice-President, Immediate Past President, Secretary, and Treasurer. The resulting vacancy shall be filled by a consenting Director or member nominated and appointed by the President, with the approval of the majority of the Executive Board, for the remainder of the unexpired term.

SECTION 8. Term of Office. The terms of all officers shall be for the period of one administrative year, from March 1 to the last day of February, or until their successors have been duly elected and assume office.

SECTION 9. Eligibility. Members in good standing are eligible to be Directors or Officers. Only one member of an immediate family may serve as a Director or Officer during a single term. Shelter employee members or their immediate family members are not eligible to serve as Directors or Officers. Employees, spouses and members of their immediate household of serving Executive Board members may not serve as Directors or Officers.

SECTION 10. Election. Election of officers shall be in accordance with the provisions of Article X.

SECTION 11. Benefits. Officers serve without compensation but, subject to the approval of the Executive Board may be reimbursed for out-of-pocket expenses associated with performing their duties.

SECTION 12. Removal from Office. Removal of an Officer shall be in accordance with the provisions of Article III, Section 8.

SECTION 13. Limited Liability. Officers shall not be held personally liable for any debts, liabilities, litigations or obligations of the Society when acting in accordance with the policies and procedures of the Society.

SECTION 14. Holding of Office. An Officer shall hold only one office during an administrative year.

SECTION.15. Dismissal. Any Officer who fails to attend the equivalent of three (3) consecutive regular monthly meetings of the Executive Board, without being properly excused as determined by the Executive Board, shall in fact have resigned from the Executive Board.

SECTION.16. Filling a Vacancy. In the event of a vacancy created by an Officer's death, resignation, dismissal or incapacity to act, the resulting vacancy shall be filled by a consenting Director or member nominated and appointed by the President, with the approval of the majority of the Executive Board, for the remainder of the unexpired term.

ARTICLE V

DIRECTORS

SECTION 1. Number. There shall be a minimum of six (6) Directors. The members of the executive board will vote to either increase, decrease or retain the number of directors currently serving prior to the nominating General meeting in November.

SECTION 2. Term of Office. The terms of the Directors shall be for two (2) administrative years or until their successors have been elected and assume office. Their terms shall be staggered with half of the Directors serving a one-year term and half serving a two-year term. Terms of office shall be determined at the initial meeting of the Executive Board in March. Consenting Directors serving one year terms may be nominated and reelected for subsequent terms.

SECTION 3. Eligibility. Members in good standing are eligible to be Directors. Only one member of an immediate family may serve as a Director or Officer during a single term. Shelter employee members or their immediate family members are not eligible to serve as Directors or Officers. Employees, spouses and members of their immediate household of serving Executive Board members may not serve as Directors or Officers.

SECTION 4. Election. Election of Directors shall be in accordance with the provisions of Article X.

SECTION 5. Benefits. Directors serve without compensation but, subject to the approval of the Executive Board may be reimbursed for out-of-pocket expenses associated with performing their duties.

SECTION 6. Dismissal. Any Director who fails to attend the equivalent of three (3) consecutive regular monthly meetings of the Executive Board, without being properly excused, as determined by the Board, shall in fact have resigned from the Executive Board. The resulting vacancy shall be filled by a consenting society member nominated and appointed by the President, with the approval of the majority of the Executive Board, for the remainder of the current year.

SECTION 7. Filling a Vacancy. In the event of a vacancy created by a Director's death, resignation, dismissal or incapacity to act, the resulting vacancy shall be filled by a consenting member nominated and appointed by the President, with the approval of the majority of the Executive Board, for the remainder of the current year's unexpired term

SECTION 8. Removal from Office. Removal of an Director shall be in accordance with the provisions of Article III, Section 8.

SECTION 9. Limited Liability. Directors shall not be held personally liable for any debts, liabilities, litigations or obligations of the Society when acting in accordance with the policies and procedures of the Society.

ARTICLE VI

COMMITTEES

SECTION 1. Standing Committees. The Standing Committees are hereby established and shall be chaired by a member of the Executive Board: Members of the Executive Board may serve on multiple committees. Committee members may also be drawn from the membership as needed.

A. Finance. Consisting of the President, Treasurer, and at least one Director, the Finance Committee oversees internal controls, analyzes the financial situation of the organization, prepares annual operating budgets, and advises the Executive Board regarding fiscal policy and related matters.

B. Fund Raising. Consisting of at least two Directors, the Fund Raising Committee plans, organizes, researches and makes recommendations to the Board for fund raising events.

C. Volunteer. Consisting of at least two directors. The Volunteer Committee recruits volunteers for various events and activities and shall orient and maintain information on volunteers to be utilized at shelter or at fundraising and adoption events, etc.

D. Membership. Consisting of at least two Directors, the Membership Committee seeks additional individual members.

E. Nominating and Election Committees. The President shall appoint a Nominating Committee and an Election Committee at the appropriate time during the annual election cycle as specified in Article X to accomplish all administrative actions concerning those respective functions. Each committee shall consist of at least three (3) members in good standing including a lead.

SECTION 2. Other Committees. The Executive Board may provide for such additional committees as may be deemed necessary and delegate to such committees those duties and powers that are necessary to accomplish the purpose of the committee. Other committees shall serve for one year or less and shall be abolished at the completion of their assigned tasks.

SECTION 3. Committee Membership. Committee heads shall recruit members to staff select committees as needed with the cognizance of the Executive Board.

ARTICLE VII

MEMBERSHIP

SECTION 1. Qualifications of Members. The membership of the Society shall be open to all individuals who are friends of animals and who are in agreement with the Society's purpose, principles, and objectives.

SECTION 2. Admission of Members. All members of the Society, except Honorary Members, shall be admitted as follows:

A. All applications for membership in this Society shall be made on application forms and the appropriate dues paid according to the class of membership described below.

B. Membership cards will then be issued to new members or to member renewals.

SECTION 3. Classes of Membership. The classes of membership are as follows:

A. Active Members - Active membership is an individual voting membership and is renewable annually.

B. Family Members - Family Membership is provided for the membership of a family of two or more. A Family Membership is a voting membership and is renewable annually. Each member of a Family Membership eighteen years (18) or older, shall be entitled to all rights and privileges of membership.

C. Life Members - Life Membership is an individual voting membership and is valid for the life of the Member. A Life Member shall be entitled to all rights and privileges of membership.

D. Junior Members - Junior Memberships are for individual members under the age of eighteen (18). A Junior Membership is a nonvoting membership and is renewable annually.

E. Honorary Members - The Society shall have the right to select a person who has never been a member of the Society as an honorary member provided the individual shall have distinguished him or her self and supported the Society or its purposes. An honorary member shall not have the right to vote, hold office, and shall not be required to pay membership dues.

F. Senior member. Senior membership is for individuals 55 or over. A senior membership is an individual voting membership and is renewable annually.

SECTION 4. Payment of Membership Dues. Dues shall be paid annually on the anniversary of membership. The Secretary or designated representative shall send a renewal of membership notification thirty (30) days prior to the expiration of membership. Any member who fails to pay dues or other charges within sixty (60) days of expiration shall be considered “not in good standing” and will be placed on inactive status with no voting or other member privileges until reinstated. During the 60-day period the member will not have voting privileges until fully reinstated with payment of dues.

Dues for each class of membership shall be reviewed and revised, if appropriate, annually by the Executive Board.

SECTION 5. Termination of Membership. The Executive Board for cause duly shown, such as conduct unbecoming, commission of offenses, or actions detrimental to the best interests of the Society may remove any member from membership by a two-thirds (2/3) vote of the members of the Executive Board present and voting at any meeting for which advance notice of not less than ten (10) days shall be given; provided, further, that written notice stating the grounds for removal from membership shall have been delivered or mailed, and a full and complete hearing afforded the member, if not waived.

SECTION 6. Limited Liability. Members shall not be held personally liable for any debts, liabilities, litigations or obligations of the Society when acting in accordance with the policies and procedures of the Society.

ARTICLE VIII

FISCAL MATTERS

SECTION 1. Fiscal Year. The Fiscal Year of the Society shall be from October 1 through September 30 of the following year.

SECTION 2. Annual Operating Budget.

A. The President and Finance Committee shall present a proposed annual operating budget covering all activities of the Society for the next fiscal year at the September meeting of the Executive Board.

B. The Executive Board shall adopt in advance of the next fiscal year an annual operating budget covering all finance related activities of the Society.

SECTION 3. Monthly Fiscal Report. A report listing monthly experienced revenue and expenses by category for all activities of the Society shall be presented at the monthly Executive Board meeting.

SECTION 4. Audits.

The accounts of this Society will be audited annually by a Certified Public Accountant (CPA) licensed by the State of Texas. The Treasurer will undertake all necessary actions to facilitate the successful completion of the audit and appropriate tax returns.

ARTICLE IX

GENERAL MEETINGS AND QUORUMS

SECTION 1. Conduct of Meetings. The current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

SECTION 2. General Meetings. This Society shall hold its General meetings on such day and place as shall be determined by the Executive Board.

A. General meetings of this Society shall be held throughout the year on a monthly basis and with the exception of the February election meeting, are open to the public. A minimum of seven meetings will be held each year.

B. A General meeting of the Society will be held in January during which nominees for Officers and Directors selected by the nominating committee shall be presented to the membership. Nominations from the floor may be made at this time. Election of nominated members will be held during the February membership (General) meeting and is only open to those with a current membership and eligible to vote.

C. Notice of General Meetings. Members shall be notified of upcoming general membership meetings by the community calendars of local newspapers or other media.

SECTION 3. Special Meetings of Members. Special meetings may be called by the Executive Board, by the President, or by any ten (10) members qualified to vote. Requests for special meetings shall be filed with the Secretary. Such request shall state the purpose of the meeting. Special meetings shall be called not less than seven (7) days nor more than fifteen (15) days after a request has been filed with the Secretary. Special meetings are only open to those with a current membership and qualified to vote. Members shall be notified of special meetings by the community calendars of local newspapers or other media.

SECTION 4. Quorum for Meetings. At any General or Special membership meeting, those members present shall constitute a quorum and shall have the authority to transact all business which may come before the membership.

ARTICLE X

ELECTIONS AND VOTING

SECTION 1. Nominations for Office. Each year, a General meeting shall be held in November during which the President shall appoint a nominating committee of three members whose duty shall be to solicit member nominees for positions as Officers and

Directors of the Society. At the January General meeting nominees for Officers and Directors shall be presented to the membership. Nominations from the floor may be made at that time. The general membership shall vote for approval of the nominees as a group.

SECTION 2. Election. All Officers and Directors shall be chosen by ballot, except when nominations are unopposed when only a voice vote is needed to elect. A majority of all votes cast shall be necessary for the election of an Officer or Director.

SECTION 3. Voting. Voting shall be at the General meeting in February. Voting will be by written and absentee ballot. Absentee ballots shall be requested in advance by voters and submitted sealed and addressed to the Secretary within the designated time period. Absentee ballots shall be opened by the Secretary at the meeting where the ballot applies. Voting by proxy is not permitted.

SECTION 4. Assumption of Office. Officers and Directors shall assume their duties on March 1.

SECTION 5. Special Election. To cover circumstances and eventualities not otherwise covered in these Bylaws, the Executive Board may call for a Special Election which would follow the procedures outlined in Article X, Section 2. An example of such an occurrence would be if the President was incapacitated and could not serve and those in line of succession did not consent to assume that office.

ARTICLE XI

DISSOLUTION

Upon dissolution, all assets of the Society, to include funds, property or other assets, after payment of any liabilities, shall be distributed to such other organizations dedicated to the humane treatment of animals within the State of Texas that shall be exempt from taxes under the Internal Revenue Code Section 501(c)(3) as may be designated by the Executive Board.

ARTICLE XII

AMENDMENTS

These Bylaws may be repealed, revised or amended by a majority vote of the voting members of the Society present and voting at any General or Special meeting of the Society. All proposed amendments must be submitted to and considered by the Executive Board prior to being disseminated to the members of the Society.

A copy of the revised Bylaws shall be posted on the society website not less than thirty (30) days prior to the date set for the media- publicized General meeting of the Society during which the revised Bylaws shall be voted on. Copies of the revised Bylaws shall also be available at the Second Chance Animal Adoption Center.