

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

BYLAWS

October 23, 2003

ARTICLE I

CORPORATE TITLE

The corporate title of this organization shall be the CEN-TEX HUMANE SOCIETY, herein after known as the Society, a not for 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 this Society is the prevention of cruelty to animals; the relief of suffering among animals and the extension of humane education.

SECTION 2. Objectives. The objectives of the Society are to help homeless, sick or injured animals; to bring homeless animals into the shelter so that they may be cared for, and to seek suitable homes for animals without owners. The Society pursues these objectives through its Second Chance Animal Shelter.

SECTION 3. Euthanasia. Euthanasia may not be practiced by the Society except in cases of terminally ill or injured animals suffering intractable pain or those determined to be dangerous in accordance with the policies adopted by the Board of Directors. Only a licensed veterinarian will perform euthanasia.

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 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. In no event shall they meet less than quarterly.

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, provided that before the meeting is held, at least forty-eight (48) hours notice be given personally, by mail 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 in the Bylaws of this Society.

SECTION 6. Rules of Order. The President shall preside at all meetings of the Executive Boards. He/she 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. Roberts Rules of Order will govern the conduct of the meetings.

SECTION 7. Removal from Office. The Executive Board, for cause duly shown, may remove for cause 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. He/she, and/or the designated representative(s), shall provide direct supervision of the Manager of the Second Chance Animal Shelter. He/she shall perform such other duties as usually pertain to the President of similar organizations in promoting the purposes of the Society; and, shall appoint committees as outlined in these Bylaws. The President shall serve as an ex officio member of all committees of the Executive Board. The President shall have the privilege of voting only for the purposes of breaking a tie. At the annual meeting of the Society in March, the President shall deliver a comprehensive report of the programs and policies followed by the Board in the preceding year, as well as report on general state of the Society.

Section 2. Vice-President. The Vice-President shall perform all duties of the President when the latter is unavailable, incapacitated, or for any reason cannot serve. Additionally, the Vice-President shall perform such duties as may be assigned by the President of the Executive Board.

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

- 1) Keeping of all records of regular and special meetings of the Society and the meetings of the Executive Board and 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) At the expiration of the term of office, deliver to his/her successor, or to the President, all records and property belonging to the Society.
- 4) Performing such other duties as may be assigned by the President or Executive Board.
- 6) 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 up-to-date with any changes made through the amendment process.

SECTION 4. Treasurer. The Treasurer shall:

- 1) Receive or collect 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. The Treasurer shall disburse these funds in the manner authorized by the Executive Board.
- 2) Provide a written report at each meeting comparing monthly experienced income and expenses to the annual operating budget for all activities of the Society.
- 3) Keep records that will allow a committee to audit the books at the middle of the fiscal year.
- 4) Keep records that will allow an external audit of the books at the end of the fiscal year.
- 5) Prior to the annual meeting of the Society in March, shall make an annual report to the Society and at such other times as the Executive Board may require.

6) At the expiration of his/her term of office, the treasurer shall deliver over to his/her 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 shall attain his office by succession thereto. It shall be his duty to act in an advisory capacity and assist the President and the Board of Directors in all matters which may come before them.

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 remaining 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, Treasurer. The resulting vacancy shall be filled by a Director appointed by the President 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 for six (6) months are eligible to hold executive office. Employee members are not eligible to hold Executive Office. Only one member of a family may serve as an officer during a single term.

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

SECTION 11. Benefits. Officers serve without compensation but may be reimbursed for out-of-pocket expenses associated with performing their duties.

SECTION 12. Removal from Office. Removal of an executive officer from office shall be in accordance with the provisions of Article III, Section 7.

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. A member shall hold only one office during an administrative year.

ARTICLE V

DIRECTORS

SECTION 1. Number. There shall be a minimum of six (6) Directors.

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.

SECTION 3. Eligibility. Members in good standing for six (6) months are eligible to be Directors. Employee members are not eligible to be directors. Only one member of a family may serve as a director during a single term.

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

SECTION 5. Benefits. Directors serve without compensation but may be reimbursed for out-of-pocket expenses associated with performing their duties.

SECTION 6. Dismissal. Any Director who fails to attend three (3) consecutive regular meetings of the Board, without being properly excused, as determined by the Board, shall in fact have resigned from the Executive Board. The Executive Board will appoint a replacement as outlined in Section 7, below.

SECTION 7. Filling a Vacancy. In the event of a vacancy created by a Director's death, resignation, dismissal or incapacity to act, the President shall appoint a replacement for the balance of the unexpired term.

SECTION 8. 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:

A. Executive. Consisting of the President, Vice-President, Secretary, Treasurer and immediate Past President, the Executive Committee simplifies the transaction of Society by acting in the interim of the Board meetings. The Committee possesses all the powers of the Board to conduct the routine business of the Society. Its actions are subject to confirmation by the Board. It may also act as a steering committee.

B. Finance. Consisting of the President, Treasurer, and at least one Director, the Finance Committee analyzes the financial situation of the organization and advises the Board regarding fiscal policy and related matters.

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

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

SECTION 2. Other Committees. The Executive Board Directors may provide for such additional committees as they may, from time to time, deem necessary and they may delegate to such committees those duties and powers that they shall deem necessary or desirable. Other committees shall serve for one year or shall be abolished at the completion of their assigned tasks.

SECTION 3. Committee Membership. The Executive Board shall appoint members of the Society to Standing Committees and all other committees.

ARTICLE VII

MEMBERSHIP

SECTION 1. Qualifications of Members. The membership of the Society shall consist of individuals who are friends of animals and who pay annual membership dues or are lifetime members.

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 in writing to the Secretary on application forms furnished for that purpose and shall be approved by the Executive Board.
- B. Proposed members who are accepted for membership shall not be permitted to claim membership until all applicable dues and fees have been paid.
- C. The Secretary shall notify proposed members of selection to membership and issue a membership card.

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

- A. Active Members-Active membership is a 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 sixteen years or older, shall be entitled to all rights and privileges of membership.
- C. Life Members-Life Membership is a 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 sixteen. 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 himself or herself and assisted 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.

SECTION 4. Payment of Membership Dues. Dues for each class of membership shall be reviewed and revised, if appropriate, annually by the Executive Board. Dues shall be paid annually on the anniversary of membership. Any member who fails to pay dues or other charges within thirty (30) days shall be considered "not in good standing" and may be dropped or suspended from membership by a two-thirds (2/3) vote of the members of the Executive Board present and voting.

SECTION 5. Termination of Membership. The Executive Board for cause duly shown, such as failure to pay annual dues or conduct unbecoming during meetings or otherwise, 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 the office 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 Period. The Fiscal Period of the Society shall be from March 1 of a year through the last day of February of the following year.

SECTION 2. Annual Operating Budget.

- A. The President shall present a proposed annual operating budget covering all activities of the Society for the next fiscal year at the December Directors Meeting.
- B. The Board of Directors shall adopt in advance of the next fiscal year an annual operating budget covering all activities of the Society.

SECTION 3. Monthly Fiscal Report. A report comparing monthly experienced income and expenses to the annual operating budget for all activities of the Society, shall be presented at the monthly Directors Meeting.

SECTION 4. Audits.

- A. Internal. The accounts of this Society shall be reviewed within thirty (30) days of the end of the fiscal year, or upon change of the Treasurer, by a committee appointed by the Board of Directors and a report made to the Board of Directors within sixty (60) days of appointment.
- B. External. The accounts of this Society will be audited annually by a Certified Public Accountant (CPA) licensed by the State of Texas.

ARTICLE IX

MEETINGS AND QUORUMS

SECTION 1. Conduct of Members' 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. Regular Meetings of Members. This Society shall hold its regular meetings on such day and place as shall be determined by the Executive.

- A. Monthly membership meetings of this Society shall be held throughout the year on the fourth Thursday of each month. A minimum of eight meetings will be held each year.
- B. The annual meeting of the Society shall be held during the month of February, at which an Annual Report for the year ending and an Annual Operating Budget for the following year shall be made by the President. Nominees for Executive offices and Directors selected by the nominating committee shall be presented to the membership. Nominations from the floor may be made at this time.

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.

SECTION 4. Quorum for Members' 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.

SECTION 5. Notice of Members' Meetings.

- A. General Meetings. Members shall be notified of upcoming general membership meetings by the distribution of the minutes from the previous meeting, the community calendars of local newspapers, or articles published in the daily newspapers.
- B. Special Meetings. Members shall be notified of special meetings by the community calendars of local newspapers, or articles published in the daily newspapers.

ARTICLE X

ELECTIONS AND VOTING

SECTION 1. Nominations for Office. Each year, at the November members meeting, the President shall appoint a nominating committee of three whose duty it shall be to select nominees for positions as Officers and Directors of the Society. At the January members meeting nominees for Officers and Directors selected by the nominating committee shall be presented to the membership. Nominations from the floor may be made at that time.

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 annual membership meeting in February. Voting will be by written and absentee ballot. Absentee ballots shall be limited to the election of Officers and Directors. They must be on an approved ballot, sealed and addressed to the Secretary. 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.

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©(3) as may be designated by the Executive Board.

ARTICLE XII
AMENDMENTS

These Bylaws may be repealed, altered or amended by a two-thirds (2/3) vote of the voting members of the Society present and voting at any regular meeting of the Society. All proposed amendments must be submitted to and considered by the Executive Board prior to being mailed to the members of the Society. A copy of the proposed amendments shall be mailed to all members of the Society and shall be postmarked not less than thirty (30) days prior to the date set for the regular meeting of the Society at which time the amendments shall be voted on.