

BASTROP COUNTY ANIMAL SHELTER HELPERS / SHELTER PET SAFETY NET
ORGANIZATIONAL BYLAWS

ARTICLE I. NAME OF ORGANIZATION

The name of the Corporation is Bastrop County Animal Shelter Helpers. On July 14, 2021, the Board of Directors unanimously approved a name change for the organization and subsequently filed an Assumed Name request with the State of Texas and County of Bastrop. The organization will be known as Shelter Pet Safety Net. All references to “Bastrop County Animal Shelter Helpers” in this document can be understood as “Shelter Pet Safety Net”.

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.

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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.

At least 2 members of the Board of Directors shall also be active volunteers for the Bastrop County Animal Shelter and maintain communication with the Shelter. All members of the Board of Directors shall contribute at least 100 hours to Bastrop County Animal Shelter Helpers per year. 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.

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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 31st 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

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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 Corporation's 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

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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.

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- d. Maintaining copies of all official correspondence, contracts, or other legal documents involving the Board of Directors, such that they are easily accessible to read in electronic format.
- e. Such duties as normally required of the Secretary of a non-profit corporation.

Section 4. Treasurer

The Treasurer's duties shall be:

- a. Submission to the Board for approval of all expenditures of funds and proposed capital expenditures.
- b. Presentation of a complete and accurate report of the finances raised showing income, expenditures, and pending income at each Board Meeting, or at any other time upon request of the Board. The financial records of the Corporation are public information.
- c. In concert with the other Officers, submission of the required financial reports to the Internal Revenue Service.
- d. He/She shall have the right of inspection of any funds held within the corporation including budgets and subsequent audit reports.
- e. Assisting in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- f. Such duties as normally required of the Treasurer of a non-profit corporation.

Section 5. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President's duties are:

- a. Submission of a report of the operations of the program for the fiscal year to the Board at their annual meetings, and from time to time, shall report to the Board all matters that may affect corporate objectives.
- b. Chairmanship of one or more Committees.
- c. Such other duties as may, from time to time, be determined by the Board.

Section 6. Other Directors

Other Directors may be elected to chair Committees to further the objectives of the Corporation.

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ARTICLE VI. COMMITTEES

Section 1. Creation

The board may create committees as needed, such as fundraising, activities planning, volunteer engagement, communications, marketing, etc. The board shall appoint committee chairs for each committee. Committee chairs may or may not be members of the Board of Directors.

Section 2. Responsibilities

Committee chairs shall ensure that records are kept of their activities, and submitted to the Treasurer.

Section 3. Finance Committee

The Treasurer is the chair of the Finance Committee, which includes at least three Directors and any other individuals the Board of Directors elects to include. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The Board of Directors must approve the budget and any major changes to the budget must be approved by the Board of Directors. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board of Directors showing income, expenditures, and pending income/expense. The financial records of the Corporation are public information and shall be made available to the membership, board members, and the public.

ARTICLE VII. CORPORATE STAFF

Section 1: Executive Director

The Board of Directors may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and

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shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

ARTICLE VII. – Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations.

Section 2: Definitions

- a. **Interested Person**
Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. **Financial Interest**
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
 2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article VII, Section 3, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

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- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
 - 1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - 2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - 3. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy
 - 1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any

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action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management Corporations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

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When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VIII. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Texas, the corporation shall indemnify any director, officer, employee, or agent, or former director, officer, employee, or agent of the corporation (each of the foregoing directors, officers, employees, agents, and persons is referred to in this Article individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE X. AMENDMENTS

Section 1. Articles of Incorporation

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The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

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ADOPTION OF BYLAWS

We, the undersigned, are all of the current directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 12 preceding pages, as the Bylaws of this corporation.

This revision ADOPTED AND APPROVED by the Board of Directors on this 6th day of September, 2021.

Authentisign Jenni A Ritchie 9/6/2021 6:39:56 PM CDT

Jenni Ritchie

President – Bastrop County Animal Shelter Helpers, a.k.a Shelter Pet Safety Net

Authentisign Cordelia Holmes 9/9/2021 8:39:54 PM CDT

Cordelia Holmes

Secretary - Bastrop County Animal Shelter Helpers, a.k.a Shelter Pet Safety Net

Authentisign Terry Gummelt 9/6/2021 7:27:47 PM CDT

Terry Gummelt

Vice President – Bastrop County Animal Shelter Helpers, a.k.a Shelter Pet Safety Net

Authentisign Erika McDonald 9/6/2021 11:11:08 PM CDT

Erika McDonald

Treasurer – Bastrop County Animal Shelter Helpers, a.k.a Shelter Pet Safety Net

Authentisign Destiny Psencik 9/6/2021 7:50:33 PM CDT

Destiny Psencik

Director – Bastrop County Animal Shelter Helpers, a.k.a Shelter Pet Safety Net

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