

Corporate Bylaws
Huntsville Pets Helping People
PO Box 6513, Huntsville, Texas 77342-6513
EIN#:

BYLAWS OF HUNTSVILL PETS HELPING PEOPLE, A TEXAS NON-PROFIT CORPORATION

ARTICLE ONE

OFFICES

Section One

Principal Office

The principal office of this corporation in the State of Texas will be located Huntsville, Texas 77320. The mailing address will be PO Box 6513, Huntsville, Texas 77342-6513

Section Two

Other Offices

The corporation may have such other offices, either within or outside the County of Walker, State of Texas, as the board of directors may from time to time determine.

ARTICLE TWO

MEMBERSHIP

Section One

Classes of Membership

The corporation will have no members.

ARTICLE THREE

DIRECTORS

Section One

Number

The authorized number of directors of this corporation will be **three**.

Section Two

Term of Office

The directors named in the articles of incorporation as the first board of directors will hold office until **September 1, 2005**, when an election of directors will be held. At this meeting, the members of the board of directors shall be divided into **three classes of one member each**. The member of the first class shall hold office for a term of one year, the member of the second class shall hold office for a term of two years; the member of the third class shall hold office for a term of three years. At all subsequent annual elections, one director shall be elected by the members of the board for a term of three years to succeed the director whose term then expires; provided that nothing here shall be construed to prevent the reelection of a director.

Section Three

Powers

(a) Exercise and Delegation

Except as otherwise provided in the articles of incorporation, or by law, the powers of this corporation will be exercised, its properties controlled, and its affairs conducted by the board of directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the board may from time to time, by resolution, designate.

(b) Management of Income Property

The board of directors may determine, by resolution from time to time duly adopted, to delegate in whole or in part, the management, investment, and disposition of the property of the corporation for the purpose of earning an income from that property, as distinguished from the matter of applying property and funds to charitable purposes, to a finance committee consisting of not less than three members of the board, or to one or more trust companies or banks duly authorized to conduct a trust or banking business under the laws of Texas.

(c) Common Trust Funds

The board of directors may, by resolution from time to time duly adopted, establish one or more common trust funds for the purpose of investing the corporation's funds and those of any religious, beneficial, charitable, or educational institution affiliated with the corporation, whether the corporation holds such funds or property as a fiduciary or otherwise, subject to such terms and conditions as are set forth in the articles of incorporation of this corporation and by law.

Section Four

Replacement of Directors

(a) Death or Resignation of Directors

Whenever a vacancy exists on the board of directors, whether by death, resignation, or otherwise, the vacancy will be filled by appointment of a new director by the president of the corporation, and if that power is not exercised within 30 days after the president receives notice of the vacancy, by appointment by a majority of the remaining directors at a regular or special meeting of the board. Any person appointed or elected to fill the vacancy of a director will have the same qualifications as were required of the director whose office was vacated.

(b) Removal of Directors

Any director may be removed, with or without cause, by the vote of two-thirds of the members of the board of directors at a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled as stated above.

(c) Term of Successor Directors

Any person appointed to fill a vacancy in the board of directors will hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated above.

Section Five

Compensation

No member of the board of directors will receive any compensation from the corporation.

Section Six

Meetings

(a) Place of Meetings

Meetings will be held at such place or places as the board of directors may from time to time by resolution designate; or, in the absence of such designation, at the principal office of the corporation.

(b) Time of Meetings

Regular meetings will be held **monthly** as soon as convenient beginning with the month of **September 2003**, on the **second Saturday of each month at 10:00 a.m.** *unless such Monday falls on a legal holiday, in which case the meeting will be held as may be prescribed by the board of directors.*

(c) Notice of Meetings

Notice of regular meetings will be signed by the secretary and mailed to each director at the address last recorded on the books of the corporation, not less than five, nor more than thirty days before the date of the meeting. E-mail notification by the secretary with a reply noted will also be appropriate notice, not less than five, nor more than thirty days before the date of the meeting. However, this requirement may be waived by resolution of the board of directors.

(d) Special Meetings; Notice

The president may, as the president deems necessary, and the secretary will, if so requested in writing by two members of the board of directors, call a special meeting of the board. In such event, five days written notice to each director will be deemed sufficient.

(e) Quorum

A majority of the board of directors will constitute a quorum for the transaction of business at any meeting of the

board. However, if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

(f) Effect of Action by Directors

Except as may otherwise be provided in these bylaws, or in the articles of incorporation of this corporation, or by law, the act of a majority of directors present at any meeting at which a quorum is present will be the act of the board of directors.

Section Seven

Action Without Meeting

No meeting has to be held by the board to take any action required or permitted to be taken by law, provided all members of the board individually or collectively consent in writing to such action, and such written consents are filed with the minutes of the proceedings of the board. Action by written consent will have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken will state that the action was taken by unanimous written consent of the board of directors without a meeting, and that the bylaws authorize the directors to so act. Such a statement will be prima facie evidence of such authority.

Section Eight

Liability of Directors

The directors of this corporation will not be personally liable for its debts, liabilities, or other obligations. A director of the corporation shall not be personally liable to the corporation for monetary damages for any act or omission in his capacity as a director, except to the extent a statute of the State of Texas expressly precludes elimination or limitation of such personal liability. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the corporation existing at the time of the repeal or modification.

ARTICLE FOUR

OFFICERS

Section One

Designation of Officers

The officers of the corporation will be a president, one or more vice- presidents as will be determined by the board of directors, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it will deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section Two

Election and Term of Office

The officers of this corporation will be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers will not be held at such meeting, such election will be held as soon as may be convenient. New offices may be created and filled at any meeting of the board. Each officer will hold office until his or her successor will have been duly elected and will have been qualified.

Section Three

Removal

Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the interests of the corporation would be best served. Any such removal will be without prejudice to the contract rights, if any, of the officer so removed.

Section Four

Vacancies

A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section Five

President

The president will be the chief executive officer of the corporation, and will exercise general supervision and control over all activities of the corporation. The president:

Will preside at all meetings of directors;

May sign, with the secretary or other officer duly authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the board of directors, except in cases where the signing and execution of such instruments has been expressly delegated by the board of directors by these bylaws, or to some other officer or agent of the corporation by law; and

Will perform all other duties generally incident to the office of president and such other duties as may be prescribed by the board of directors.

Section Six

Vice-President

In the absence of the president or in the event of the president's inability or refusal to act, the vice-president will perform the duties of the president, and when so acting, will have all the powers of, and be subject to all the restrictions upon, the president. Any vice-president will perform such additional duties as may from time to time be assigned to him or her by the president or by the board of directors.

Section Seven

Treasurer

If so required by the board of directors, the treasurer will:

Give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the board of directors may deem appropriate;

Have charge and custody of, and be responsible for, all funds and securities of the corporation;

Receive and give receipts for moneys due and payable to the corporation from any source and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as will be selected by the board of directors; and

Perform all duties generally incidental to the office of treasurer and such other duties as may from time to time be assigned to the treasurer by the president or by the board of directors.

Section Eight

Secretary

The secretary will:

Keep the minutes of meetings of the board of directors, in one or more books provided for that purpose;

See that all notices are duly given in accordance with these bylaws or as required by law;

Be custodian of the corporate records and of the seal of the corporation; and

Exhibit to any director of the corporation, or to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the articles of incorporation, the minutes of any meeting, and the other records of the corporation.

Section Nine

Assistant Treasurers and Assistant Secretaries

The assistant treasurers and assistant secretaries, in general, will perform such duties as may be assigned to them by the board of directors, the president, the treasurer, or the secretary of the corporation. If so required by the board of directors, the assistant treasurers will give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors may deem appropriate.

ARTICLE FIVE

COMMITTEES

Section One

Executive Committees

By majority vote of the directors in office, the board of directors may, by duly adopted resolution, establish one or more committees, each of which will consist of two or more directors. These committees, to the extent provided by such resolution, will have and exercise the authority of the board of directors in the management of the corporation. However, the designation of and delegation of authority to such committees will not relieve the board of directors, or any director individually, of any responsibility imposed on the board of directors or any individual director by these bylaws, or by law.

Section Two

Finance Committee

The matter of controlling, managing, investing, and disposing of the property of this corporation for the purpose of earning an income as distinguished from applying property and funds to charitable purposes, will be exclusively vested in a finance committee that will consist of two directors, who will be elected by majority vote of the board of directors.

Section Three

Other Committees

Other committees not having and exercising the managerial authority of the board of directors, may be established by resolution duly adopted by majority vote of the board of directors. Except as may be provided by resolution, members of committees will be appointed by the president.

Section Four

Terms of Office

Each member of a committee will continue as such until his or her successor is appointed, unless such committee is abolished sooner, or unless such member is removed or ceases to qualify as a member of the committee.

Section Five

Chairperson

One member of each committee will be appointed chairperson by the person or persons authorized to appoint the members of the committee.

Section Six

Vacancies

Vacancies in the membership of any committee will be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected will be elected for the unexpired term of his or her predecessor.

Section Seven

Quorum

Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee will constitute a quorum.

Section Eight

Rules

Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate. However, such rules and regulations are required to be consistent with these bylaws, and regular minutes of all proceedings are required to be kept.

ARTICLE SIX

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section One

Contracts

The board of directors may, by duly adopted resolution, authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances.

Section Two

Gifts and Contributions

The board of directors or an executive committee may:

Accept on behalf of the corporation any contribution, gift, bequest, or devise of any type of property ("donations"), for the general and special charitable purposes of the corporation, on such terms as the board or committee will approve;

Hold such funds or property in the name of the corporation or of such nominee or nominees as the board or committee may appoint;

Collect and receive the income from such funds or property;

Devote the principal or income from such donations to such benevolent and charitable purposes as the board or committee may determine; and

Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and after approval of such agreement by the board or committee devote the principal or income from that donation according to the agreement.

Section Three

Deposits

All funds of the corporation will be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section Four

Checks, Drafts, and Orders for Payment

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation will be signed by such officer or officers, agent or agents of the corporation and in such manner as the board of directors will from time to time by resolution determine. In the absence of such determination, such instruments will be signed by the treasurer or an assistant treasurer, and countersigned by the president or a vice-president of the corporation.

ARTICLE SEVEN

MISCELLANEOUS

Section One

Books and Records

The corporation will prepare and maintain correct and complete books and records of account and will also keep minutes of the meetings of its board of directors and committees. All books and records of the corporation may be inspected by any director, or the agent or attorney of any director, or any proper person, at any reasonable time.

Section Two

Fiscal Year

The fiscal year of the corporation will begin on the first day of January and end on the last day of December in each year.

Section Three

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of this corporation, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, will be deemed equivalent to the giving of such notice.

ARTICLE EIGHT

AMENDMENTS

Section One

Power of Directors to Amend Bylaws

Subject to the limitations of the articles of incorporation, these bylaws, and the Texas Non-Profit Corporation Act, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the board of directors.