

## **AMENDED AND RESTATED**

### **BYLAWS OF NORTH TEXAS BASSET HOUND RESCUE**

These Amended and Restated Bylaws ("Bylaws") govern the affairs of NORTH TEXAS BASSET HOUND RESCUE ("NTBHR"), a nonprofit corporation.

This Agreement amends, supplements, restates and supersedes the Bylaws of the North Texas Basset Hound Rescue ("NTBHR") dated effective May 1, 1997 and as amended by the First Amendment dated effective January 21, 2001. From and after the date hereof, any reference to the Bylaws shall be to the Bylaws as restated and amended hereto, as the same may be further amended, supplemented or otherwise modified in accordance with the Bylaws hereof.

#### **ARTICLE I OFFICES**

##### **Principal Office**

1.01. The Corporation's principal office in Texas will be located at 3064 High Ridge Road, Grapevine, Texas 76051. The Corporation may have such other offices in Texas or elsewhere, as the Board of Directors may determine. The board may change the location of any office of the corporation.

##### **Registered Office and Registered Agent**

1.02 The Corporation will maintain a registered office and a registered agent in Texas. The registered office may, but need not be identical with the Corporations principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

#### **ARTICLE II PURPOSE**

2.01. NTBHR is organized for the following purposes to:

- (a) Prevent cruelty to animals, specially Basset Hounds;
- (b) Support animal welfare by locating and retrieving homeless, unwanted and/ or mistreated Basset Hounds;
- (c) Provide necessary funding for medical care, spaying and neutering, for unwanted and/ or mistreated Basset Hounds; and
- (d) Place homeless, unwanted and/or mistreated Basset Hounds in permanent loving homes.

The Corporation is a non-profit organization that will be financed under a general plan which may include, without limitation, contributions from the general public, fund raising activities, loans and grants from third parties, and income from investments, as the Board of Directors shall deem necessary and appropriate to further the purposes of the Corporation.

The Corporation is organized exclusively for the charitable purposes and for the prevention of cruelty to animals, including for such purposes receiving and administering funds and making 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.

### **ARTICLE III BOARD OF DIRECTORS**

#### **Management of Corporation**

- 3.01. The Board will manage corporate affairs.

#### **Number, Qualifications, and Tenure of Directors**

- 3.02. The Number of Directors will be Seven (7) Directors need not be Texas residents. Each director will serve for a term of two (2) years.

#### **Nominating Directors**

- 3.03. At any meeting at which the election of a director is held, a director may nominate a person with the second of any director.

#### **Electing Directors**

- 3.04. A person who meets the qualifications for Director and who has been duly nominated may be elected as a director. Directors will be elected by the vote of the Board of Directors of NTBHR, a nonprofit corporation. Each Director will hold office until a successor is elected and qualifies. Each Director will be required to attend at least one (1) of the Biannual Board of Directors Meeting as set forth in section 3.06 below or he /she will be removed from their respective positions and a successor will be elected to fill the vacancy.

### **Vacancies**

- 3.05. The Board will fill any vacancy in the Board and any director position to be filled due to an increase in the number of directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors even if it is less than a quorum of the Board, or the sole remaining director. A director selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

### **Biannual Meeting**

- 3.06. The biannual meeting of the Board may be held without notice other than what is required by these Bylaws. The Biannual Board meeting will be held on the second Sunday in January and the ~~third~~ <sup>second</sup> Sunday in June of each year at the Corporation's principal office or at any other designated location.

### **Regular Meetings**

- 3.07. The Board may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held inside or outside Texas and will be held at the Corporation's registered office in Texas if the resolution does not specify the location of the meetings. No notice of regular Board meetings is required other than a Board resolution stating the time and place of the meetings.

### **Special Meetings**

- 3.08. Special Board Meetings may be called by, or at the request of, the President or any two (2) Directors. A person or persons authorized to call special meetings of the Board may fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting will inform the Secretary of the corporation of the information to be included in the notice of the meeting. The Secretary of the Corporation will give notice to the directors as these Bylaws require.

### **Notice**

- 3.09. Written or printed notice of any special meeting of the Board will be delivered to each Director not less than seven (7) nor more than twenty-one (21) days before the date of the meeting. The notice will state the place, day and time of the meeting; who called the meeting and the purpose or purposes for which it was called.

## **Quorum**

- 3.10. Two (2) directors constitute a quorum for transaction business at any Board meeting. The Directors present at a duly called or held meeting at which a quorum is present, may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required for a quorum. If a quorum is never present at any time during a meeting a majority of the Directors present may adjourn and reconvene the meeting once a quorum is present without further notice.

## **Duties of Directors**

- 3.11. Directors will discharge their duties including, any duties as Committee Members in good faith, with ordinary care, and in a manner they reasonable believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on Directors; Directors may in good faith, rely on information, opinions, reports, or statements, including, financial statements and other financial data, concerning the corporation or another person that has been prepared or presented by a variety of persons, including Officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A Director is not relaying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

## **Duty to Avoid Improper Distributions**

- 3.12. Directors who vote for or assent to improper distributions are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the Corporation lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when the Corporation is insolvent other than in payment of corporate debts, or any distribution that would render the Corporation insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary of the Corporation before adjournment or the meeting in question or mailed to the Secretary by registered mail immediately after adjournment. A

Director is not liable if, in voting for or assenting to a distribution, the Director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more Officers or employees of the Corporation; legal counsel, public accountants, or other persons as to matters the Director reasonably are within the person's professional or expert competence; or a committee of the Board of which the Director is not a member; (2) while acting in good faith and with ordinary care, considers the Corporation's assets to be at least that of their book value; or (3) in determining whether liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Directors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the writer opinion of an attorney for the Corporation. Directors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

#### **Delegating Duties**

- 3.13 Directors may select advisors and delegate duties and responsibilities to them, such as the full power to buy or otherwise acquire stocks, bonds, securities, other investments on the Corporation's behalf; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The Directors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor at any time and without any cause whatsoever.

#### **Interested Directors**

- 3.14 Contracts or transactions between directors, Officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, Officer, or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts or interest to the other members of the Board or other

group authorizing the transaction. The transaction must be approved by a majority of the uninterested directors or other group with authority to authorize the transaction.

### **Actions of Board or Directors**

- 3.15 The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision.

### **Proxies**

- 3.16 A director may not vote by proxy.

### **Compensation**

- 3.17 Directors may not receive salaries for their services. A Director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a Director will be reasonable and commensurate with the services performed.

### **Removing Directors**

- 3.18 The Board may vote to remove a Director at any time, with or without cause. A meeting to consider removing a Director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Board of Directors of the corporation. The notice of the meeting will state that the issue of possible removing the Director will be on the agenda. At the meeting, the Director may present evidence of why he or she should not be removed and may be represented by an attorney at and before the meeting. Also, at the meeting, the Corporation will consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the Director. A Director may be removed by the affirmative vote of fifty-one percent (51%) of the Board.

## **ARTICLE IV OFFICERS**

### **Officer Positions**

- 4.01 The Corporation's Officers shall be a president, a secretary, up to three vice presidents, and a treasurer. The Board may create additional Officer Positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person may hold any two or more offices, except for president and secretary.

### **Election and Term of Office**

- 4.02 The Corporation's Officers will be elected annually by the Board at the annual Board meeting to server a two (2) year term. If Officers are not elected at this time, they will be elected as soon thereafter as possible

Each Officer will hold office until a successor is duly selected and qualified. An Officer may be elected to succeed himself or herself in the same office.

### **Removal**

- 4.03 Any Officer elected or appointed by the Board may be removed be the Board with or without cause. Removing an Officer will be with or without prejudice to the Officer's contractual right, if any.

### **Vacancies**

- 4.04 The Board may appoint a person to fill a vacancy in any office for the unexpired portion of the Officer's term.

### **President**

- 4.05 The President is the Corporation's chief executive Officer, his /her duties include but are not limited to the following:
- (a) He or she will supervise and control all of the Corporation's business and affairs and will preside at all meetings of the members and the Board.
  - (b) The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the president may not execute instruments on the Corporation's behalf if this power is expressly delegated to another Officer or agent of the Corporation by the Board, these Bylaws, or statute. The President will

perform other duties prescribed by the Board and all duties incident to the office of president.

#### **Vice President**

- 4.06 When the President is absent, cannot act, or refuses to act, a Vice President will perform the President's duties that include but are not limited to the following:
- (a) When acting in the President's place, the vice President has all the powers of and is subject to all the restriction on the President.
  - (b) If there is more than one Vice President, the Vice Presidents will act for the President in order of appointment.
  - (c) A Vice President will perform other duties as assigned by the President or Board.

#### **Second Vice President**

- 4.07 When the Vice President is absent, cannot act, or refuses to act, the Second Vice President will perform the Vice President's duties that include but are not limited to the following:
- (a) When acting in the Vice President's place, the Second Vice President has all the powers of and is subject to all the restriction on the Vice President.
  - (b) A Second Vice President will perform other duties as assigned by the President or Board.

#### **Treasurer**

- 4.08 The Treasurer's duties will include but are not limited to the following:
- (a) Have charge and custody of and be responsible for all the Corporation's funds and securities.
  - (b) Receive and give receipts for moneys due and payable to the Corporation from any source.
  - (c) Deposit all moneys in the Corporation's name in banks, trust companies, or other depositories as these Bylaws provide or as the Board or President directs.
  - (d) Write checks and disburse funds to discharge the Corporation's obligations.
  - (e) Maintain the Corporation's financial books and records.
  - (f) Prepare financial reports at least annually.
  - (g) Perform other duties as assigned by the President or the Board.
  - (h) If the Board requires, give bond for faithfully discharging his or her duties in a sum and with a surety as determined by the Board.
  - (i) Perform all of the duties incident to the office of treasurer.



### **Assistant Treasurer**

- 4.09 The Assistant Treasurer duties will include but are not limited to the following:
- (a) In the absence of the Treasurer shall perform the duties and responsibilities of the Treasurer.

### **Secretary**

- 4.10 The Secretary duties will include but are not limited to the following:
- (a) Give all notices as provided in the Bylaws or as required by law.
  - (b) Take minutes of the meetings of the members and the Board and keep the minutes as part of the corporate records.
  - (c) Maintain custody of the corporate records and seal.
  - (d) Affix the corporate seal to all documents as authorized.
  - (e) Keep a register of the mailing address of each.
  - (f) Perform duties as assigned by the President or Board.
  - (g) Perform all duties incident to the office of Secretary.

### **Parliamentarian**

- 4.11 The Parliamentarian duties will include but are not limited to the following:
- (a) Review and study the Corporation's Bylaws and standing rules annually and make necessary changes as approved by the Board of Directors.
  - (b) To make sure the meeting is conducted in an orderly fashion and stay on the agenda so that there is not anything missed and to finish on time.
  - (c) Assist the presiding Officer by keeping track of the order of those wishing to speak, motions, amendments, voting, etc., during meetings.
  - (d) Advise presiding Officer on questions of parliamentary procedure.
  - (e) Perform duties incident to office of Parliamentarian.

## **ARTICLE V COMMITTEES**

### **Establishing Committees**

- 5.01 The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee will include one or more directors and may include persons who are not directors. If the Board delegates any

of its management authority to a committee, the majority of the committee will consist of directors. The Board may also delegate to the President its power to appoint and remove members of a committee that has not been delegated any management authority of the Board. The Board may establish qualifications for membership on a committee.

Establishing a committee or delegating authority to it will not relieve the Board, or any individual Director of any responsibility imposed by these Bylaws or otherwise imposed by law. No committee has the authority of the Board to:

- (a) Amend the Articles of Incorporation.
- (b) Adopt a plan of merger or of consolidation with another corporation.
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation's property and assets.
- (d) Authorize voluntary dissolution of the Corporation.
- (e) Revoke proceedings for voluntary dissolution of the Corporation.
- (f) Adopt a plan for distributing the Corporation's assets.
- (g) Amend, alter, or repeal these Bylaws.
- (h) Elect, appoint, or remove a member of a committee or a director or Officer of the Corporation.
- (i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 6.04 below.
- (j) Take any action outside the scope of authority delegated to it by the Board.

#### **Authorization of Specific committees**

- 5.02 The Board will define the activities and scope of authority of each committee by resolution.

#### **Term of Office**

- 5.03 Each committee member will continue to serve on the committee until the next annual members' meeting and until a successor is appointed. However, a committee member's term may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee will serve for the unexpired portion of the terminated committee member's term.

### **Chair**

- 5.04 One member of each committee will be designated as the committee chair. The chair will be appointed by the President. The chair will call and preside at all meetings of the committee.

### **Notice of Meetings**

- 5.05 Notice of a committee meeting will be given to each member of a committee not less than three (3) nor more than thirty (30) days before the date of the meeting. The notice will state the place, day and time of the meeting and the purpose or purposes for which it is called.

### **Quorum**

- 5.06 The majority of the number of Committee Members in attendance constitutes a quorum for transacting business at any meeting of the committee. The Committee Members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Committee Members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Committee Members required for a quorum. If a quorum is never present at any time during a meeting, the chair may adjourn and reconvene the meeting once without further notice.

### **Actions of Committees**

- 5.07 Committees will try to take action by consensus. However, if a consensus is not available, the vote of a majority of Committee Members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by statute or by some other provision of these Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

### **Proxies**

- 5.08 A committee member may not vote by proxy.

### **Compensation**

- 5.09 Committee Members may not receive salaries for their services. The Board may adopt a resolution providing for paying Committee Members a fixed sum and expenses of attendance, if any, for attending each meeting of the committee. A committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member will be reasonable and commensurate with the services performed.

### **Rules**

- 5.10 Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board.

## **ARTICLE VI TRANSACTIONS OF CORPORATION**

### **Contracts**

- 6.01 The Board may authorize any Officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

### **Deposits**

- 6.02 All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

### **Gifts**

- 6.03 The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the Articles of Incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

### **Potential Conflicts of Interest**

- 6.04 The Corporation may not make any loan to a Director or Officer of the Corporation. A Director, Officer, or Committee Member of the Corporation may lend money to and otherwise transact business with the

Corporation except as otherwise provided by these Bylaws, the Articles of Incorporation, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The corporation may not borrow money from or otherwise transact business with a Director, Officer or Committee Member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests. The corporation may not borrow money from or otherwise transact business with a Director, Officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

### **Prohibited Acts**

6.05 As long as the Corporation exists, and except with the Board's prior approval, no Director, Officer, or Committee Member of the Corporation may:

- (a) Do any act in violation of these Bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the Corporation's assets, directly or indirectly, for any purpose other than the carrying on of the Corporation's business.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.
- (h) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community or to any person not authorized to receive it.

## **ARTICLE VII BOOKS AND RECORDS**

### **Required Books and Records**

- 7.01 The Corporation will keep correct and complete books and records of account.  
The books and records include:
- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the Articles of Incorporation, and any Articles of Amendment, restated articles, Articles of Merger, Articles of Consolidation, and statement of change of registered office or registered agent.
  - (b) A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them.
  - (c) Minutes of the proceedings of the Board and committees having any of the authority of the Board.
  - (d) A list of the names and addresses of the Directors, Officers, and any Committee Members of the Corporation.
  - (e) A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three (3) most recent fiscal years.
  - (f) A financial statement showing the Corporation's income and expenses for the three (3) most recent fiscal years.
  - (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
  - (h) The Corporation's federal, state, and local tax information or income-tax returns for each of the Corporation's three (3) most recent tax years.

#### **Inspection and Copying**

- 7.02 Any Director, Officer, or Committee Member of the corporation may inspect and receive copies of all the corporate books and records required to be kept under the Bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Corporation. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than twenty-one (21) working days after the Corporation receives a proper written request. The Board may establish reasonable copying fees. The Corporation will provide requested copies of books or records no later than five (5) working days after receiving a proper written request.

#### **ARTICLE VIII FISCAL YEAR**

- 8.01 The Corporation's fiscal year of the Corporation will begin on the first day of July and end on the last day in June in each year.

**ARTICLE IX  
INDEMNIFICATION**

**When Indemnification is Required, Permitted and Prohibited**

- 9.01 (a) The Corporation will indemnify a Director, Officer, Committee Member, Employee, or Agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the Corporation's request as a Director, Officer, Partner, Venturer, Proprietor, Trustee, Partnership, Joint Venture, Sole Proprietorship, Trust, Employee Benefit Plan, or other enterprise.
- (b) The Corporation will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court or competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.
- (c) The Corporation will pay or reimburse expenses incurred by a Director, Officer, Committee Member, Employee, or Agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.
- (d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a Director, Officer, committee Member, Employee, or Agent of the Corporation to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by paragraph 9.01(a) above.
- (e) The Corporation may advance expenses incurred or to be incurred

in the defense of a proceeding to a person who might eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph 9.03(c), below, have been satisfied. Furthermore, the Corporation will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

### **Extent and Nature of Indemnity**

- 9.02 The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred by the person in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with proceeding.

### **Procedures Relating to Indemnification Payments**

- 9.03
- (a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must specifically determine the indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (c), below. The Corporation may make these determinations and decisions by any one of the following procedures:
- (i) Majority vote of a quorum consisting of Directors who, at the time of vote are not named defendants or respondents in the proceeding.
- (ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of vote are not named defendants or respondents in the proceeding.
- (iii) Determination by special legal counsel selected by the Board by the same vote as provided in subparagraphs (i) or (ii) above or if such a quorum cannot be obtained and such a



committee cannot be established by a majority vote of all Directors.

- (b) The Corporation will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a) (iii), above, governing selection of special legal counsel. A provision contained in the Articles of Incorporation, or a resolution of members or the Board that requires the indemnification permitted by paragraph 9.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
- (c) The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a), above.

In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

## **ARTICLE X NOTICES**

### **Notice by Mail or telegram**

10.01 Any notice required or permitted by these Bylaws to be given to a Director, Officer or committee member of the Corporation may be given by mail or telegram. If mailed, a notice is deemed delivered when deposited in

the mail addressed to the person at his or her address as it appears on the corporate records, with the postage prepaid. If given by telegram, a notice is deemed delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears in the corporate records. A person may change his or her address in the corporate records by giving written notice of the change to the Secretary of the Corporation.

#### **Signed Waiver of Notice**

- 10.02 Whenever any notice is required by law or under the Articles of Incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A Waiver of Notice is effective whether signed before or after the time stated in the notice being waived.

#### **Waiving Notice by Attendance**

- 10.03 A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

### **ARTICLE XI SPECIAL PROCEDURES CONCERNING MEETINGS**

#### **Meeting by Telephone**

- 11.01 The Board of Directors and any committee of the Corporation may hold a meeting by telephone conference call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice; and a person's participating in a conference call meeting constitutes his or her presence at the meeting.

#### **Decision without Meeting**

- 11.02 A decision required or permitted to be made at a meeting of the Board or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter. The original signed consents will be placed in the Corporation minute book and kept with the corporate records.

Furthermore, in accordance with the Articles of Incorporation , action may be taken without a meeting when there are signed written consents by the number of Directors, Committee Members, or Members whose votes would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must be signed and bear the date of signature of the person signing it. A photographic, facsimile, or similar reproduction of a signed writing will be treated as an original.

Consents must be delivered to the Corporation. A consent signed by fewer than all Directors, Committee Members, or Members is not effective to take the intended action unless the required number of consents are delivered to the Corporation within sixty (60) days after the date that the earliest dated consent was delivered to the Corporation. Delivery must be made by hand, by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, and principal place of business, transfer agent, registrar, exchange agent, Officer or agent having custody of books which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the President or Principal Executive Officer.

The Corporation will give prompt notice of action taken to persons who do not sign consents. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that these written consent procedures were followed to authorize the action and filing.

## **ARTICLE XII AMENDING BYLAWS**

- 12.01 These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Board of Directors. The notice of any meeting at which these Bylaws are altered, amended, repealed, or at which new Bylaws are adopted will include the text of the proposed by law provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

**ARTICLE XIII  
MISCELLANEOUS PROVISIONS**

**Legal Authorities Governing Construction of Bylaws**

- 13.01 These Bylaws will be construed under Texas law. All references in the Bylaws to statutes, regulation, or other sources of legal authority will refer to the authorities cited, or their successors as they may be amended from time to time.

**Legal Construction**

- 13.02 To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal or unenforceable provision.

**Headings**

- 13.03 The Headings used in the bylaws are for convenience and may not be considered in construing the bylaws.

**Number**

- 13.04 All singular words include the plural and all plural words include the singular.

**Seal**

- 13.05 The Board of Directors may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words:  
“**North Texas Basset Hound Rescue, Texas**” in one circle and  
“**Non-Profit**” together with  
the date of incorporation in the other circle.

### **Power of Attorney**

- 13.06 A person may execute any instrument related to the Corporation by means of a Power of Attorney if an original executed copy of the Power of Attorney is provided to the Secretary to be kept with the corporate records.

### **Parties Bound**

- 13.07 The Bylaws will bind and inure to the benefit of the Directors, Officers, Committee Members, Employees, and Agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the Bylaws otherwise provide.

CERTIFICATE OF SECRETARY

I ANDREA WRIGHT certify that I am the duly elected and acting Secretary of North Texas Basset Hound Rescue and these Amended and Restated Bylaws constitute the Corporation's Amended and Restated Bylaws. These Amended and Restated Bylaws were dully adopted at a meeting of the Board of Directors held on 6/3, 2007

Dated: 6/3 2007

By: ANDREA V. WRIGHT

Name: Andrea V Wright

~~is~~ Secretary