

BYLAWS  
OF  
ARC PET ALLIES

ARTICLE I  
PURPOSE AND OFFICES

Name

- 1.1. The name of the corporation is ARC Pet Allies (the “Corporation”).

Principal Office

- 1.2. The principal office of the Corporation in the State of Texas shall be located in the County of Galveston. The corporation may have such other offices as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Registered Offices and Registered Agent

- 1.3. The Corporation shall have and continuously maintain in Galveston County, Texas, a registered office and a registered agent, whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Galveston County Health District or the Galveston County Animal Resource Center and the address of the registered office may be changed from time to time by the Board of Directors.

Purpose

- 1.4. The Corporation is organized to aid and act on behalf of Galveston County, Texas in providing funds for the operation, maintenance, and improvement of veterinary public health programs of the Animal Resource Center of Galveston County Health District, a political subdivision of Galveston County. The purposes include: raising funds from public or private sources, obtaining grant funds, accepting any gift, donations, devise, or bequest of any property, real or personal, and to buy, sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of or deal in, at public or private sale, all forms of property, both real and personal, in order to carry out the purposes of the Corporation. The Corporation is organized exclusively for charitable, educational, and scientific purposes as specified in Section 501(c)(3) of Title 26 of the Internal Revenue Code, including supporting veterinary public health, animal control, zoonotic disease prevention and control, prevention of cruelty to animals, and other animal services activities of the

Animal Resource Center of the Galveston County Health District and making distributions thereof for purposes and activities that qualify as exempt under section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Law. The Corporation shall have and exercise all of the rights, powers, privileges, authority and functions given under the Texas Transportation Corporation Act and the Texas Non-Profit Corporation Act.

## ARTICLE II

### BOARD OF DIRECTORS AND MEETINGS

#### General Powers

- 2.1. The business affairs of the Corporation shall be managed by its Board of Directors (the "Board"). The majority of the members of the Board of Directors must be residents of Galveston County.

#### Number, Tenure, Qualifications, Removal

- 2.2. The number of Directors constituting the successor Board of Directors shall be four, who shall be appointed by the United Board of Health of Galveston County. The United Board of Health of Galveston County and the Chief Executive Officer of the Galveston County Health District may propose candidates for appointment to the Board of Directors. In addition to the voting members, the Chief Executive Officer of the Galveston County Health District or his/her designee shall have the option to serve as an ex-officio member and shall be authorized to vote in the event of a tie vote by the Board of Directors. The initial Board of Directors shall serve until the four-member successor Board of Directors is appointed by the United Board of Health.

A subsequent change in the number of Directors may be made only by amendment to the Articles of Incorporation subject to the approval of the United Board of Health. The United Board of Health of Galveston County shall appoint Directors for new terms and fill any vacancy in the Board of Directors. A person may not be appointed to the Board of Directors if the appointment of that person would result in less than a majority of the Board members being residents of Galveston County. The terms shall be for three years. Any Director may be removed by the United Board of Health whenever, in its judgment, the best interests of the Corporation would be served thereby. Directors serve at the pleasure of the United Board of Health and may be removed at any time, with or without cause, by Order or Resolution of the United Board of Health. Each Director shall hold office until a successor shall have been appointed and qualified except when a Director is removed by action of the United Board of Health then the Director's term ends upon termination.

The United Board of Health shall appoint the Chair of the Board of Directors.

### Regular Meetings

- 2.3. The Board of Directors may provide by resolution entered in its minutes for the date, time, and place for the holding of regular quarterly meetings of the Board. All meetings of the Board of Directors must comply with the Texas Open Meetings Act and these Bylaws.

### Special Meetings

- 2.4. Special meetings of the Board of Directors may be called by the Chair of the Board of Directors or any two Directors. The person or persons authorized to call special meetings of the Board may fix the time and place for the holding of any special meeting of the Board called by them.

### Notice

- 2.5. Notice of any meeting of the Board of Directors, shall be given to each Director, to the Chief Executive Officer of Galveston County Health District, and to the Director of the Animal Resource Center, at least 72 hours previously thereto by written notice delivered personally or sent by email or mail to each at the addresses shown by the records of the Corporation and by the posting of a notice in compliance with the Open Meetings Act. The Corporation is subject to the Open Meetings Act, Chapter 551 of the Texas Government Code, as amended from time to time. Public notice of meetings shall be given in the manner prescribed for by the United Board of Health of Galveston County. If mailed, notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid.

### Quorum

- 2.6. Three members of the Board of Directors constitutes a quorum for the transaction of business at any meeting.

### Manner of Acting

- 2.7. The act of a majority of the 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 Bylaws.

### Vacancies

- 2.8. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the United Board of Health of Galveston County from a list of candidates proposed by the United Board of Health of Galveston County or the Chief Executive Officer of the Galveston County Health District. A Director appointed to fill a vacancy shall be appointed for the unexpired term of the predecessor in office.

### Compensation

- 2.9. No part of the income or revenues of the Corporation shall ever be paid to or inure to the benefit of any Director except for the reimbursement of actual expenses incurred in connection with the business affairs of the Corporation, and no such reimbursement of expenses shall be made unless approved by a majority vote of the remaining Directors.

### Conflict of Interest

- 2.10. The Board of Directors shall adopt a Conflict of Interest Policy in conformity with federal laws and regulations relating to tax-exempt organizations and shall review the Conflict of Interest Policy at least annually for compliance and for conformity to federal and state directives relating to tax-exempt organizations.

## ARTICLE III

### OFFICERS

#### Officers of the Corporation

- 3.1. The Corporation shall have a President, who shall be the Chair of the Board of Directors, a Vice President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The United Board of Health of Galveston County shall appoint the Chair of the Board and Directors and may appoint a new Chair at its discretion. The Board of Directors of ARC Pet Allies may elect or appoint such other officers, as it deems desirable, to have the authority to perform the duties prescribed from time to time by its Board of Directors. One person may hold two or more offices, except that the offices of President and Secretary may not be held by the same person.

#### Election and Term of Office

- 3.2. Except for the Chair, who shall be appointed by the United Board of Health, the officers of the Corporation shall be elected annually by the Board of Directors of ARC Pet Allies. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his or her successor shall have been duly elected.

#### Removal from Office

- 3.3. Any officer elected by the Board of Directors may be removed from elected office by the Board of Directors, or by Order of the United Board of Health of Galveston County whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

#### Vacancies

- 3.4. A vacancy in any office, other than Chair, due to death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

#### President

- 3.5. The President is the member of the Board of Directors who is appointed Chair by the United Board of Health of Galveston County and shall be the principal executive officer of the Corporation who shall exercise general supervisory control over the business affairs of the Corporation. The President shall preside at all meetings of the Board. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, these Bylaws or by statute to some other officer or agent of the Corporation. The President shall perform all duties as may be prescribed by the Board of Directors from time to time.

#### Vice-President

- 3.6. The Vice-Chair is a member of the Board of Directors and in the absence of, or in the event of the inability or refusal of the Chair to perform his duties, shall perform the duties of the Chair, succeed to the authority of, and assume the responsibilities and powers of the office of Chair. The Vice-Chair shall perform such other duties as are prescribed by the Board of Directors or assigned by the Chair.

#### Secretary

- 3.7. The Secretary shall be responsible for keeping the minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with these Bylaws and as required by law, be the custodian of records of the Corporation and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or the Board of Directors.

#### Treasurer

- 3.8. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties as from time to time may be assigned by the Chair or Board of Directors.

Bond of Officers

- 3.9. If required by the Board of Directors, the Treasurer and/or each Director shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Board of Directors shall maintain in force a fidelity bond in its own name on its Directors, Officers, and agents in an amount to be determined by the Board of Directors or the United Board of Health.

ARTICLE IV

CONTRACTS, CHECKS, DEPOSITS, FUNDS, AND FINANCIAL MANAGEMENT

Contracts

- 4.1. The Board of Directors may authorize any Director or agent of the Corporation in addition to an Officer so authorized by these Bylaws, to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific interests.

Checks and Drafts

- 4.2. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Chair of the Corporation.

Deposits

- 4.3. All funds of the Corporation shall 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.

Gifts

- 4.4. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. The Corporation is prohibited from making a gift except to the Galveston County Animal Resource Center of the Galveston County Health District in support of a public purpose of the Animal Resource Center's veterinary health program and the other purposes for which this Corporation is formed.

Grants

- 4.5. The Board of Directors may solicit and accept grant funds for the support of Animal Resource Center and the purposes of the Corporation.

Annual Budget

- 4.6. The Board of Directors shall submit an annual operating and capital budget to the Chief Executive Officer of Galveston County Health District and to the United Board of Health for review and approval.

Prohibited Actions

- 4.7. The Corporation is prohibited from taking final action on the following without the approval of the United Board of Health.
  - 4.7.1 Any transaction involving real property.
  - 4.7.2 Any mortgage, encumbrance, or debt of the Corporation in excess of \$25,000.
  - 4.7.3 The sale or other disposition of property of any kind exceeding \$25,000.
  - 4.7.4 The purchase or acquisition of property of any kind by the Corporation exceeding \$25,000 and not included in the Corporation's annual operating and capital budget.
  - 4.7.5 All grants and payments of more than \$25,000, including guarantees, that are not included in the Corporation's annual operating and capital budgets.
  - 4.7.6 Any deviation of 25% or more, \$25,000 or more, whichever is higher, from the Corporation annual operating budget.
  - 4.7.7 Any merger, affiliation, dissolution, or other disposition of the Corporation.

ARTICLE V

BOOKS AND RECORDS

Books

- 5.1. The Corporation shall keep correct and complete books and records of accounts and shall also keep summary-type minutes of the proceedings of its Board of Directors and committees of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Corporation may be inspected by any Director, the United Board of Health, the Chief Executive Officer of the Galveston County Health District or his/her designee, the Chief Financial Officer of the Galveston County Health District or his/her designee and any member of the Galveston County Commissioners Court for any purpose at any reasonable time.
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Open Records

- 5.2. Records compiled or maintained by the Corporation are subject to public disclosure under the Texas Public Information Act, chapter 552 of the Texas Government Code, as amended from time to time.

ARTICLE VI

FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 to December 31.

ARTICLE VII

WAIVER OF NOTICE

Subject to the provisions of these Bylaws, whenever any notice is required to be given under the Non-Profit Corporation Act or under the provisions of the Articles of Incorporation, a waiver thereof in writing signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

The rules contained in the Modern Edition of Robert's Rules of Order, as amended, shall govern meetings of the Board of Directors and its committees in all cases except when such rules are in conflict with these Bylaws or the laws of this State. In the event of conflict, these Bylaws shall control unless the laws of Texas specifically provide otherwise.

ARTICLE IX

POLICIES

The Corporation's policies and procedures shall not be adopted until and unless approved by the Chief Executive Officer of the Galveston County Health District or his/her designee.



ARTICLE X

AMENDMENT

Vote

- 10.1. These Bylaws and/or the Articles of Incorporation may be altered, amended, or repealed, and new bylaws may be adopted by vote of three-fourths (3/4) of the Directors if at least three (3) days written notice is given of intention to alter, amend, or repeal, or to adopt new bylaws at such meeting.

Approval by United Board of Health

- 10.2. The Bylaws and any amendment of the Bylaws or the Articles of Incorporation of the Corporation must be approved by the United Board of Health of Galveston County and shall become effective upon approval of the amendment, alteration, repeal, or new Bylaws or new Articles of Incorporation by Order of the United Board of Health.

ARTICLE XI

DISSOLUTION

Tax Exempt Status

- 11.1. The Corporation is prohibited from taking any action that is likely, as determined by the Chief Executive Officer or the Chief Financial Officer of the Galveston County Health District, to jeopardize the Corporation's status as an organization described in Section 501(c)(3) of Title 26 of the United States Internal Revenue Code or otherwise jeopardize the Corporation's federal tax exemption.

Disposition of Assets

- 11.2. Upon dissolution, all assets of the Corporation go to the Animal Resource Center of the Galveston County Health District for the benefit of the veterinary public health program.

Adopted the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_ .

\_\_\_\_\_  
Print Name: \_\_\_\_\_  
CHAIR  
ARC PET ALLIES