

Bylaws

SPCA San Pat County

Article 1

Organization

Section 1.1: Name. The corporate name of the organization shall be "SPCA San Pat County", hereinafter referred to as the "SPCA". SPCA is a not-for-profit, corporation organized under the laws of the State of Texas and under section 501 (c) 3 of the Internal Revenue Code. The date of incorporation is June 29, 2006. The corporation is governed by Chapter 22 of the Texas Business Organizations Code, as amended from time to time.

Section 1.2: Purpose, The purpose of the SPCA is to build and maintain an animal shelter; to facilitate humane care and treatment for animals in San Patricio County; to discourage cruelty to animals to educate the public regarding care and treatment of animals; to promote spay/neuter programs as a method of animal population control; and to seek suitable homes for animals without guardians. In its care and disposition of animals, the SPCA shall maintain minimum or exceed standards prescribed under Title 10 of the Texas Statutes.

Section 1.3: Fiscal Year. The fiscal year of the SPCA shall commence January 1 of each year.

Section 1.4: Headquarters and Branches. The principal office and headquarters of SPCA shall be in the city of Aransas Pass, San Patricio County, and the state of Texas. The corporation may establish and maintain branches and offices elsewhere in San Patricio County.

Article 2

Membership

Section 2.1: Types of Membership. Membership shall be of three types: Members, Friends of SPCA, and Honorary Members.

Section 2.2: Members. Members are defined as those who contribute their time and energies to the welfare of the organization. No, person shall be a Member unless voted in by a majority vote of the membership. In order to become a Member, a candidate must have attended a minimum of three monthly meetings within the past six months and have paid annual membership dues. A candidate may do 8 hours of documented work toward an SPCA project to satisfy either the attendance or the dues requirement.

Section 2.3: Friends of SPCA. A Friend of SPCA is any person, organization or business who donates, either financially or with donations of goods, labor, or advocacy to the welfare of SPCA. Friends of SPCA are not voting members.

Section 2.4.: Honorary Members. Honorary membership may also be bestowed upon individuals who, by heroic act or consistent deed, embrace the purposes of the SPCA. Honorary Members are not voting members. Honorary members shall be named by either the Board or the general membership, by resolution, with affirmation by majority vote of members present. Honorary Membership shall be in perpetuity.

Section 2.5: Voting Privileges. All Members shall be entitled to vote on all matters presented at the Annual Meeting and all monthly and special meetings. A Quorum shall be 10% of the voting membership with a minimum of seven present, including two members of the Board.

Section 2.6: Leave of Absence. A Member who cannot attend regular meetings over an extended period of time due to travel or illness may request a leave of absence. This absence will not negatively affect quorum. Normal Membership resumes upon the Member's return. The date of initiation and termination of a leave of absence shall be recorded in the minutes.

Section 2.7: Termination of Membership. A 2/3 vote of the Board may remove from membership any individual who exhibits willful or intentional misconduct or an act or omission that injures the work or reputation of the SPCA and its mission. Advance notice of at least seven days shall be given with a written statement of the grounds for dismissal. At the request of the terminated member, a Special Meeting of the Membership shall be called.

This Meeting will have the power to review, uphold or reject the proposed termination. This decision shall be final.

Section 2.8: Membership is subject to compliance with the latest revision of these bylaws and other regulations adopted by the organization. These Bylaws shall be posted on the website.

Section 2.9: Membership shall not be denied on the basis of race, creed, color, gender, marital status, parental status, sexual orientation, physical/mental limitations, or political affiliation.

Article 3

Meetings

Section 3.1: Annual Meeting. The Annual Meeting will take place on the first Thursday of February.

Section 3.2: Monthly Meetings. General Membership Meetings will take place on the first Thursday of each month. Special meetings may be called as deemed necessary or as required by the bylaws.

Section 3.3: Changing the Meeting Date. In the event that either the Annual Meeting or a General Membership Meeting falls on a holiday or conflicts with other community activities, the meeting will take place on the second Thursday of the month.

Section 3.4: Meeting Notice. A reminder of each General Membership or Annual Meeting shall be given to each Member by e-mail, not less than three days before the meeting.

Section 3.5: Parliamentary Authority. Robert's Rules of Order, Revised shall be the authority for all questions of Parliamentary Law not covered by the Bylaws.

Article 4

Board of Directors

Section 4.1: Board Role, Size, Compensation. The concerns, direction, and management of the affairs of the SPCA shall be vested in the Board of Directors (Board) by the General Membership. The Board shall be composed of neither fewer than five nor more than eleven members. The Membership shall have the power to add to their numbers as necessary to increase their number to eleven. No act of this corporation shall be void at any time merely because there are fewer than five Board Members in office.

Section 4.2: Board Eligibility. Only Members in good standing are eligible for election as Board Members.

Section 4.3: Compensation. The Board receives no compensation other than reasonable expenses.

Section 4.4: Board Elections. Election of new Board Members or election of current Board Members to another term will occur at the Annual Meeting. Board Members will be elected by a majority vote of the Membership.

Section 4.5: Terms. All Board Members shall serve two year terms. and may be eligible for re-election. There shall be staggered terms of office for Board Members so that one half of the Board shall be up for election each year.

Section 4.6: Absence. If any Board Member shall be absent from three consecutive regular meetings without being excused from attendance by the President or Vice President, she/he shall be deemed to have vacated the office, and the vacancy shall be filled according to the procedures set forth in Section 5.6 of these Bylaws. Excused absences shall be noted in the minutes.

Section 4.7: Quorum. A Quorum of the Board shall be a majority of the then current number of Board Members.

Section 4.8: Board and Special Meetings. Board Meetings or Special Meetings of the Board shall be called upon the request of the President or a majority of the Board. Notice of Special Meetings shall be sent out by e-mail or telephone by the Secretary to each Board Member. When a matter requires immediate action, any meeting may be held without notice, provided every Board Member waives in writing or by email the required notice. This notice and the reason for the meeting shall be recorded as minutes.

Section 4.9: E-mail and/or phone voting. E-mail and/or phone voting of the Board will be allowed in situations that require an immediate decision, with any oral vote(s) documented as soon as reasonably possible and submitted into the minutes.

Section 4.10: Binding Decisions. Except as otherwise prescribed in these bylaws, decisions at any Board Meeting are binding and shall be by majority vote of Board Members present. Committee Meetings shall be advisory to the Board and their recommendations shall be by majority vote of the Committee Members present. No voting by proxy shall be permitted. The Board acts on behalf of the Membership, subject to approval or agreement of the Membership. The Membership, after deliberation, may rescind or modify any action of the Board that does not meet with their approval. This action would require a two-thirds majority vote.

Section 4.11: Liability. A Board Member shall not be liable for monetary damages for any act or omission in his or her capacity as a Board Member.

Article 5

Officers

Section 5.1: Officers and Duties. There shall be four officers of the Board consisting of a President, Vice President, Secretary and Treasurer. Their duties are as follows:

Section 5.2: President. The President shall preside over General Meetings, Board Meetings, and the Annual Meeting; call special meetings when necessary; represent the SPCA and the Board to the community; act as agent for the Board in business negotiations, land acquisitions, contractual and legal matters assure that the Board functions effectively; appoint Committee Chairs; prepare agendas; and serve as ex-officio member of all committees.

Section 5.3: VicePresident. The Vice President shall preside over any meeting as requested by the President; and perform the duties of the President in his/her absence or at his/her direction.

Section 5.4: Secretary. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all General and Board Meetings and distributing copies of the minutes to the Membership; and assuring that corporate records are maintained. The Secretary may delegate the duties of sending meeting announcements to the Membership and Board; picking up mail and distributing it to the correct persons.

Section 5.5: Treasurer. The Treasurer shall make a financial report at each meeting; provide for timely audits; chair the Finance Committee and assist in the preparation of the budget; maintain bank accounts; pay bills incurred by the organization; provide letters of appreciation to donors; file necessary State and Federal financial forms in a timely manner and make financial information available to the membership. Board Members and the public upon request.

Section 5.6: Vacancies. When a vacancy on the Board exists, nominations for new Board Members shall be received from the membership at the next monthly meeting. Nominations shall remain open till the next meeting. The Secretary shall inform the membership of the ballot when notice of the next meeting is given. These vacancies shall be filled by vote of the membership and will endure only to the end of the replaced Board Member's term.

Section 5.7: Resignation, Termination and Absences. Resignation from the Board shall be in writing and received by the Secretary. A Board Member shall be dismissed or automatically removed for excessive absences if she/he has three consecutive unexcused absences from regular Board Meetings. A Board Member may be removed for other reasons by a three-fourths vote of the remaining Board Members. Advance notice of at least seven days shall be given with a written statement of the grounds for dismissal. At the request of the terminated member a Special Meeting of the Membership shall be called. This meeting shall have the power to review, uphold, or reject the proposed termination. This decision shall be final.

Article 6

Committees

Section 6.1: Committee Chairs. The Board may create committees as needed. The President appoints all committee chairs from the Membership. Chairs may or may not be Board Members.

Section 6.2: Finance Committee. The Treasurer chairs the Finance Committee, which includes a minimum of one other Member who is appointed by the President. The Finance Committee is responsible for developing and reviewing fiscal procedures and an annual budget for staff and other Board Members. The Board must approve the budget and all expenditures must be within the budget. Any major changes in the budget must be approved by the Board. The fiscal year shall be the calendar year.

Annual reports are required to be submitted to the Membership showing income, expenditures, assets, and liabilities. The financial records of the organization shall be made available to the membership, Board Members, and the public by request.

Section 6.3: Other Committees. The Board shall establish other committees as deemed necessary to carry out the purposes of SPCA. The members of such committees may be from the Board, general Membership, or the citizenry at large who are chosen for their special expertise or interest in the committee's work.

Article 7

Amendments and Severability

Section 7.1: Bylaws Amendments. An amendment to the Bylaws may be voted upon at the Annual Meeting. Proposed amendments must be presented in writing to the Secretary to be sent out with regular Board announcements. Amendment of bylaws shall have a first reading at the meeting of the membership prior to the Annual Meeting. The distribution of the proposed amendment at a meeting shall constitute notification. The Members not present at the meeting shall be notified of the proposed bylaw revisions by email or the US mail to their last known address. These Bylaws may be amended by a two-thirds majority of those present and voting at the Annual Meeting.

Section 7.2. Severability. If any element of these Bylaws shall be found untenable the remainder of the document remains valid.