

Texas Animal Shelter Coalition
Bylaws

Article I: Name/Definition

The name of the corporation shall be known as the "Texas Animal Shelter Coalition," and hereinafter is referred to as the "Coalition." The authorized abbreviation shall be "TASC," as written. The Coalition is incorporated for the purpose of promoting the efforts of non-profit and municipal animal care, control, and humane society animal shelters, and to assist them with unwanted and abandoned animals by enhancing quality programs.

Article II: Purpose

Section 1

- A. To actively pursue venues which will assist members and other agencies to promote the placement of adoptable animals from Coalition member animal shelters into quality homes.

Article III: Financial

Section 1

- A. Money used to conduct business of the Coalition comes from private contributions, corporate sponsorships, fees, and member agency dues.
- B. These funds shall strictly be used for the purpose of conducting Coalition business as stated in Article II, Section 1, A of these bylaws.

Article IV: Membership

Section 1

- A. Regular Member agencies of the Coalition include no more than two voting representatives of each animal care, control, and humane society animal shelters in Texas which apply for membership and are approved by a majority vote of the board. Regular Member annual dues shall be set by resolution of the board, shall be due at the beginning of each calendar year (January), and shall be delinquent if not paid by March of the same year due.
- B. Associate Member agencies include no more than two non-voting representatives involved as active volunteers or support agencies not employed by or affiliated with an animal shelter, which apply for associate membership and are approved by a majority vote of the board. Associate Member annual dues shall be set by resolution of the board, shall be due at the beginning of each calendar year (January), and shall be delinquent if not paid by March of the same year due.
- C. Advisory Member agencies include no more than two non-voting representatives from state or national organizations whose philosophy is in accordance with the Coalition, which apply for associate membership and are approved by a majority vote of the board. Advisory Member annual dues shall be set by resolution of the board, shall be due at the beginning of each calendar year (January), and shall be delinquent if not paid by March of the same year due.

- D. Supporting Member agencies include no more than two voting representatives from state or national organizations whose philosophy is in accordance with the Coalition, which apply for associate membership and are approved by a majority vote of the board. Supporting Member annual dues shall be set by resolution of the board, shall be due at the beginning of each calendar year (January), and shall be delinquent if not paid by March of the same year due.

Section 2

- A. Member agency representatives are expected to attend (or send an agency representative) to general meetings of the Coalition to conduct Coalition business.
- B. Member agencies are expected to actively participate in programs, special events, and efforts designed to fulfill the purpose of the Coalition as outlined in Article II, Section 1 A.
- C. Member agencies will submit dues as outlined in Article IV, Section 1 to be used for administrative costs of processing member agency renewal, and other costs consistent with Article II, Section 1, A of these bylaws.
- D. Any member agency (or the agency's representative or representatives) may be expelled from the Coalition for flagrant violations of the objectives of the Coalition or personal conduct which may bring discourse to the Coalition. A two-thirds majority vote of the board is required for expulsion.
- E. The Secretary shall give written notice to any member agency (or agency representative) by certified mail not less than seven (7) days before a meeting of the board to consider agency or representative expulsion. Such notice will include date, time, and place of meeting, and will request the member agency's representative's or representatives' presence.

Article V: Officers and Board Members

Section 1: Nominations/Elections/Tenure of Officers

- A. The officers and board members of the Coalition shall be nominated as outlined in Section 6 of this Article, and elected by the board.
- B. All Officers and Board Members of the Coalition shall serve a term of two (2) years.

Section 2: Officers and Board

- A. The Officers of the Coalition shall be President, Vice-President, Secretary, and Treasurer. The President shall appoint committees as necessary to promote the Coalition's objectives and purpose.
- B. The Vice-President shall assume all of the duties of the President in case of death, absence, or inability to act.
- C. The Secretary shall correctly record all minutes of all meetings, as well as develop and maintain an accurate mailing list and database of member agencies. The Secretary shall forward all minutes of board meetings to all board members no later than fifteen (15) days after said meeting. The Secretary shall assist in the promotion and development of all Coalition publications.
- D. The Treasurer shall receive and account for all funds received by the Coalition. The Treasurer shall account for and manage any and all properties, in whatever form, as may be held by the Coalition. The Treasurer shall also prepare the Coalition's budget, a report of which is to be presented to the board. The

Treasurer should be bonded. The Treasurer will provide a financial status report, including income and expenditures at each board meeting.

- E. The Board of Directors shall be the governing body of the Coalition, and shall exercise the powers and duties usually exercised by a Board of Directors, including, but not limited to the following:
 - 1. Determination of matters of policy and finances of the Coalition.
 - 2. Instruction and direction of the various committees of the Coalition upon matters of policy and position.
 - 3. Addressing Coalition position policies and taking upon proposed or pending legislation when such matters have been referred to the Board of Directors by any Coalition member agency.
 - 4. Schedule at least three (3) board meetings each calendar year.
- F. The Board of Directors shall meet at other such times as called by the President or upon written request of three (3) board members.
- G. Any board member who shall be absent for two (2) consecutive meetings of the board may, at the discretion of the board, be considered to have resigned. A proxy may be provided for one meeting. The President shall decide on the merits of absences.
- H. The Board of Directors shall consist of the Board Officers and no less than three (3) and no more than twelve (12) Board Members At-Large.
- I. A quorum of the Board of Directors shall consist of not less than four (4) members of the board except if there is a vacancy of one or more positions on the board, then a quorum shall consist of at least fifty percent (50%) of the remaining board members.

Section 3: Elections/Appointments/Vacancies

- A. There shall be a yearly election held by the board to fill expiring terms of officers and board members, and to fill any board vacancies which may have occurred during the year.
- B. The President may not be held by the same person consecutively.
- C. No member agency representative may hold more than one office at a time, but may be placed on or chair a committee while holding a board position.
- D. All Board elections shall be voted on by a quorum of the Board present at the board meeting.
- E. Only Regular and Supporting Member representatives may hold an officer or board position of the Coalition.
- F. Whenever a vacancy in any office shall occur, including the Board of Directors and committees, the President may appoint a member in good standing who shall serve until the board may elect a replacement.
- G. Only Regular and Supporting Member representatives whose agencies are currently dues-paying members in good standing may hold an officer or board position of the Coalition.
- H. Only Regular, Supporting, or Advisory members may hold a chair position on any committee.

Section 5: Removal from Office

- A. Whenever a director is unable or unwilling to perform the duties prescribed in these bylaws, or has flagrantly violated the objectives of the Coalition, or whose

personal conduct may bring discourse to the Coalition may be removed by a two-thirds majority vote of the board.

Section 6: Nominating Committee

- A. The nominating committee shall consist of one board member, one advisory director, and one member at-large.
- B. The nominating committee shall screen and qualify all board nominees.
- C. Nominees are to be submitted to the Board prior to the yearly election.

Section 7: Duties of President

- A. The President shall be the chairperson of the Board of Directors, and shall be the presiding officer of the Coalition. The President shall ensure that all Coalition bylaws are followed and enforced, and that all resolutions and orders adopted by the Coalition at its meetings are promptly executed. The President shall have general supervisory control over the affairs of the Coalition and shall give an annual report of the Coalition's progress and status to the membership. The President shall set the agenda of all Coalition meetings, and shall make every effort to include agenda items put forth by other board members and officers.

Article VI: Parliamentary Authority

Section 1: Robert's Rules of Order (revised) shall govern all proceedings.

Article VII: Amendments

Section 1: Proposed amendments to these bylaws must be submitted in writing to the Board of Directors, at which time the board shall determine at which meeting to vote upon said proposed changes.

Section 2: These bylaws may be amended by a two-thirds majority vote of the board.

Article VIII: Indemnification

Section 1: No member of the Coalition shall be personally liable for any of its debts, obligations, or acts.

Section 2: Each member of the Board and each officer shall be and is hereby indemnified by the Coalition against any and all costs and expenses. The foregoing right of indemnification shall not be exclusive of other rights or obligations which any board member or officer may be entitled to or granted.

Article IX: Dissolution

Section 1: In the event of dissolution of the Coalition, all the funds and property, whether real or personal remaining after payment of all debts, shall be transferred to a qualified 501(c) (3) organization with the limitation that such shall be used for the same or similar purpose as that of the Coalition and for the benefit of animals, as decided by the board of directors prior to dissolution.

Article X: Effective Date

These amended bylaws shall become effective on the 20th day of October, 2006, and shall replace all previous Bylaws of the Coalition.