

BY LAWS

ARTICLE I

SECTION 1.

Definition of Bylaws. These Bylaws constitute the Code of Rules adopted by Gold Ribbon Rescue for the regulation of its affairs.

ARTICLE II

MEMBERSHIP

SECTION 1.

Eligibility. All members shall subscribe to the purpose of this organization, as per our Articles of Incorporation. Membership is unrestricted as to residence. Membership in the organization does not in any way grant special privileges pertaining to the adoption of a dog. There shall be two types of membership:

a). General membership will be granted after dues are paid.

b). Voting membership is granted to individuals who have paid dues, are in good standing with all local and federal laws pertaining to animals, are at least eighteen years of age, attend one meeting per year; and who volunteer a minimum of 20 hours a year in accordance with GOLD RIBBON RESCUE Volunteer Guidelines.

SECTION 2.

Dues. Cost of membership dues for the following calendar year shall be determined by the Board before the end of October each year. Membership dues are payable per calendar year, on or before the 1st day of January of each year. Memberships paid after October 1st shall carry membership through the next calendar year. A reminder will be published in the October/November newsletter. Dues not paid by the 31st of January will result in the loss of membership privileges until reinstated.

a). Dues cover, in part, a newsletter and additional benefits.

b). The Board of Directors may approve the manner of payment of membership dues by any member on a reasonable basis upon good cause shown. The Board of Directors may also at any time waive or remit membership dues upon the showing of hardship.

SECTION 3.

Termination of Membership. Membership may be terminated:

a). by resignation. Any member in good standing may resign from the organization upon written notice to the Secretary.

b). by lapsing. A membership will be considered as lapsed and automatically terminated if such members dues remain unpaid by the 31st of January. In no case may a person be entitled to vote at any

organization meeting whose dues are unpaid as of the date of that meeting.

c). No member may resign while in debt to the organization.

d). any member who resigns and has in their possession organization equipment has 30 days to arrange the return of that equipment.

e). by expulsion. A membership may be terminated by expulsion as provided in Article IX of these by-laws.

f). The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of any dues or assessments.

g). Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

h). Membership in this corporation is not transferable or assignable.

ARTICLE III

MEETINGS

SECTION 1.

Regular meetings. Meetings of the organization shall be held in the greater Austin area, at such a date, hour and place as may be designated by vote of the Board. The Annual Meeting will be in October on a date, time and place to be set by the Board of Directors. Official organization business shall be decided by a majority vote of the members in good standing present at any official club meeting. Notice of such meetings will be published in the newsletter and a summary of such meetings shall also be published in the newsletter. Upon request of a voting member, the books or records of membership shall be produced at any regular or special meeting of the corporation. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to vote may vote. The right of a member to vote, and his right, title and interest in or to the corporation or its property, shall cease on the termination of his membership

a). Every member shall, upon written demand under oath stating the purpose thereof have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register; books and record of account, and records of the proceedings of the members and directors. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing

which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.

SECTION 2

Board Meetings. The first meeting of the Board shall be held immediately following the Annual election. Other meetings of the Board of the Directors shall be held at such times and places as are designated by the President or by the majority vote of the entire Board. Written, fax or phone notice of each meeting shall be done by the Secretary to each member of the Board at least 7 days prior to the date of the meeting. The quorum, as defined in Article IV Section 1, for a Board meeting shall be the majority of the Board voting in person, by mail, by fax or by telephone conference call. The Board may, on occasion ratify activities previously taken by an officer or Director by mail or at a meeting. A summary of board meetings shall be published in the newsletter.

ARTICLE IV

OFFICERS AND DIRECTORS

SECTION 1.

Officers. The Board of Directors is to be comprised of seven (7) members, five of which are the officers, President, 1st Vice-President, 2nd Vice-President, Secretary and Treasurer) and two (2) Board members. In the event the offices of Vice President and Secretary; or Secretary and Treasurer are combined there shall be elected another person to serve on the board in order to maintain an unequal number. The organization's officers, consisting of the President, First Vice-President, Second Vice-President, Secretary and Treasurer shall serve in their respective capacities both with regard to the organization and its meetings and the Board and its meetings. The Officers shall be elected for a one-year term, [except the first year of the Organization in which the terms of office are as follows: President - 2 years; 1st Vice President - 1 year; 2nd Vice President - 2 years; Secretary - 1 year; Treasurer - 1 year; 1 Board member - 1 year; 2nd Board member 2 years;] at the end of the organization's first regular meeting of each year as provided in Article III, and shall serve until their successors are elected.

a). The President shall preside at all meetings of the organization and of the Board, shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these by-laws.

b). The First Vice-President shall have the duties and exercise the powers of the President in the case of the President's death, absence, or incapacity; The First Vice President shall notify members of meeting, also furnish a summary of minutes for publication in the newsletter; keep a roll of the members of the organization with their addresses and carry out other such duties as are prescribed in these bylaws.

c). The Second Vice-President shall have the duties and exercise the powers of the First Vice-President in the event of incapacity of the First Vice-President.

d). The Secretary shall keep a record of all meetings of the organization and of the Board and of all votes taken by mail and of all matters of which a record shall be ordered by the organization. The Secretary shall have charge of correspondence.

e). The Treasurer shall collect and receive all moneys due or belonging to the organization. The treasurer shall deposit the same in a bank approved by the Board, in the name of the organization. The books shall at all times be open to inspection of the Board a report shall be made at every meeting regarding the condition of the organization's finances. At the first regular meeting of each year there shall be a rendering of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such an amount as the Board of Directors shall determine. An auditing committee, appointed annually by the Board, shall examine all the accounts of the Organization, both as to receipts and disbursements, and shall report the results of its examination to the Organization.

f). The offices of Vice-President and Secretary or Secretary and Treasurer may be combined, but when such is done, another Board member must be elected to ensure at all times there is an uneven number on the Board.

g). The day to day business and affairs of this corporation shall be managed by its Executive Committee of three (3) who shall be natural persons of full age and who need not be residents of this State but who shall be members of this corporation. In addition to the powers and authorities by these bylaws expressly conferred upon them, the Executive Committee may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles or these bylaws directed or required to be exercised or done by the members.

h). The Board of Directors shall have the authority to fix the rate of compensation for a director or other staff or for the approval of expenses for an Officer or Director or other staff conducting corporate business.

SECTION 2.

Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of all members of the Board, except that a vacancy in the office of President shall be filled automatically by the First Vice-President and the resulting vacancy in the office of First Vice President shall be filled by the Second Vice-President and the office of Second Vice-President shall be filled by the Board.

ARTICLE V

LIABILITY OF DIRECTOR'S INDEMNIFICATION

SECTION 1.

Indemnification. To the maximum extent permitted by Texas applicable statute Law and the Internal Revenue Code of 1986 as from time to time amended, the Corporation shall indemnify its currently acting and its former Directors, officers, agents, and employees.

SECTION 2.

No director of the Corporation shall be liable to the Corporation for monetary damages for an act or omission in such director's capacity as a director, except for liability resulting from:

- a). a breach of the director's duty of loyalty to the Corporation;
- b). an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- c). a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- d). an act or omission for which the liability of a director is expressly provided by an applicable statute.

SECTION 3.

a). The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, Suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that such person is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), amounts paid in settlement, judgements, and fines actually and reasonably incurred by such person in connection with such action, suit, or proceeding; provided, however, that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

b) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, Suit or proceeding upon receipt of an agreement signed by such Director, officer, employee, or agent to repay such amount if it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article.

c) The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other right to which persons seeking indemnification and advancement of expenses may be entitled under any agreement, vote of members or disinterested Director, or otherwise, both as to actions in such persons' official capacity and as to their actions in another capacity while holding office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

d) The Corporation may purchase and maintain insurance on behalf of any person, may enter into contracts of indemnification with any person, may create a fund of any nature (which may, but need not

be, under the control of a Director) for the benefit of any person, and may otherwise secure in any manner its obligations with respect to indemnification and advancement of expenses, whether arising under this Article or otherwise, to or for the benefit of any person, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

SECTION 4.

The limitation of liability provided in Section 2 of this Article and the right to indemnification and advancement of expenses provided in Section 3 of this Article shall apply to any action.

SECTION 5.

Notwithstanding anything herein contained to the contrary, this Article may not be amended or repealed, and a provision inconsistent herewith may not be adopted, except by the affirmative vote of 75% of the members of the Corporation present and voting, except that, applicable Texas statute, as amended, or the Directors' Liability Act is amended or any other statute is enacted so as to decrease the exposure of Directors Liability or to increase the indemnification rights available to Directors, officers, or others, this Article and any other provisions of these Bylaws inconsistent with such decreased exposure or increased indemnification rights shall be amended automatically and without any further action on the part of members of Directors, to reflect such decreased exposure or to include such increased indemnification rights, unless such legislation expressly otherwise requires. Any repeal or modification of this Article by the members of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the Corporation or any right to indemnification from the Corporation for any action taken or any failure to take any action occurring prior to the time of such repeal or modification.

SECTION 6.

If, for any reason, any provisions of this Article shall be held invalid, such invalidity shall not affect any other provisions not held so invalid, and each such other provision shall, to the full extent consistent with law, continue in full force and effect. If any provision of this Article shall be held invalid in part, such invalidity shall in no way affect the remainder of such provision, and the remainder of such provision, together with all other provisions of this Article shall, to the full extent consistent with law, continue in full force and effect.

ARTICLE VI

THE ORGANIZATION YEAR. NOMINATIONS. VOTING. ELECTIONS

SECTION 1

Organization Year. The organization's year shall begin on the 1st day of January and end on the 31st day of December. The organization's official year shall begin immediately at the conclusion of the election at the first regular meeting of each year, and shall continue through the election at the next year's first meeting. The elected officers and directors shall take office immediately upon the election and each retiring officer shall turn over to their successor in office all properties and records relating to that office within 30 days after the election.

SECTION 2.

Nominations. A member may not be a candidate in the organizations election who has not been nominated. During the month of September, the membership shall nominate candidates for each office, either in writing or in the form of a motion at a regular meeting. All nominations must be made or received by October 1st preceding the election. If the person nominated declines the nomination, that person's name shall be withdrawn. If the person nominated is not present a letter must be on file with the Secretary before the election, indicating a willingness to serve. No person may be a candidate for more than one position

SECTION 3.

Voting. Voting at regular meeting shall be limited to those members as prescribed in Article II, Section 1, who are present at the meeting. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail. Voting may be by ballot, mail or any reasonable means determined by the Board of Directors. Elections for directors need not be by ballot except upon demand made by a member at the election and before the voting begins.

SECTION 4.

Election results. Election of officers shall be by simple majority. the person receiving the largest number of votes for each position shall be declared elected. Amendments to the constitution or bylaws, and other decisions that the Board has deemed to warrant a written ballot decision, shall be decided by a 2/3 majority of votes returned by members in good standing.

ARTICLE VII

COMMITTEES

SECTION 1.

The Board may each year appoint standing committees to advance the work of the organization. Such committees shall always be subject to the final authority of the Board. Special committees may be also appointed by the Board to aid it on a particular project.

SECTION 2.

Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee, and the Board may appoint successors to those persons whose services have been terminated.

SECTION 3.

Executive Committee. The Executive Committee shall be composed of at least three (3) but not more than five (5) members. It shall have power to submit or recommend to the Board of Directors proposed actions deemed expedient for the welfare of the Organization. In the interim between meetings of the Board of Directors, the Executive Committee shall act with powers of the Board of Directors, so long as major policies of the Board shall not be changed.

ARTICLE VIII

TRANSACTION OF BUSINESS

SECTION 1.

The corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members in office of the Board of Directors, except that whenever there are twenty-one or more directors, the vote of a majority of the members in office shall be sufficient. Unless otherwise restricted in these Bylaws, no vote or consent of the members shall be required to make effective such action by the Board. If the real property is subject to a trust the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance. Whenever the lawful activities of the corporation involve among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, directors or officers of the corporation.

All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

SECTION 2.

The Board of Directors shall present annually to the members a report, verified by the President and Treasurer or by a majority of the directors, showing in appropriate detail the following:

- a). The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
- b). The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- c). The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
- d). The expenses or disbursements of the corporation for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
- e). The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

This report shall be filed with the minutes of the meeting of members.

ARTICLE IX

DISCIPLINE

SECTION 1

Any member that is convicted of any local or federal crime that is directly or indirectly connected to animals or abuse thereof (i.e. Neglect, Cruelty, Theft, Unlawful Experimentation, Mistreatment, Abuse, etc) shall be suspended from this organization, and actions shall be taken by the Board to recommend expulsion as described in Section 4 of this article.

SECTION 2.

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the organization or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of ten (\$10.00) which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board. The Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the organization or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the organization or the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, they shall fix the date of a hearing by the Board not less than three (3) nor more than six (6) weeks thereafter. The Secretary shall promptly send one (1) copy of the charges to the accused member by registered mail together with notice of the hearing and assurance that the defendant may personally appear in their own defense and bring witnesses to testify on their behalf

SECTION 3.

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the organization for not more than six (6) months from the date of the hearing, and if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before fellow members at the ensuing organization meeting which considers the Board recommendation. Immediately after the Board has reached a decision, their findings shall be put in written form and filed with the Secretary. The Secretary, in turn will notify each of the parties of the Board decision and penalty, if any.

SECTION 4.

Expulsion. Expulsion of a member from the organization may be accomplished only at a meeting of the organization following a Board hearing and upon the Board recommendation as provided in Section 3, of this Article. Such proceedings may occur at a regular or a special meeting of the organization to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board recommendation of expulsion. The defendant shall have the privilege of appearing in their own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the board findings and recommendations and shall invite the defendant, if present to speak in their own behalf if they wish. The members shall then vote by secret written ballot on the proposed expulsion. A two thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the member's suspension shall stand.

ARTICLE X

AMENDMENTS

SECTION 1.

Amendments to the Constitution and By-Laws may be proposed by the Officers, Board or by a written petition addressed to the Secretary and signed by twenty (20%) per cent of the voting membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and

must be submitted to the members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

SECTION 2.

The Constitution and By-Laws may be amended by a two thirds (2/3) vote of the members present and voting at any regular or special meeting called for that purpose, provided the proposed amendments have been announced at the meeting preceding, or announced in the preceding newsletter.

ARTICLE XI

DISSOLUTION

SECTION 1.

The organization may be dissolved at any time by the written consent of not less than two thirds (2/3) of the voting members. In the event of the dissolution of the organization, other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the organization nor any proceeds thereof nor any assets of the organization shall be distributed to any members of the organization, but after payment of the debts of the organization its property and assets shall be given to a charitable organization for the benefit of animals selected by the Board provided that any organization chosen qualifies under the provisions of Section 501(c) (3) of the Internal Revenue Code.

ARTICLE XII

ORDER OF BUSINESS

SECTION 1.

At meetings of the organization, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call (may be signed in)
- Minutes of last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of Committee(s)
- Election of Officers (first meeting each year)
- Unfinished business
- New business
- Adjournment

SECTION 2.

At meetings of the Board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- Reading of minutes of last meeting

Report of Secretary
Report of Treasurer
Report of Committee(s)
Unfinished business
New business
Adjournment

COERTIFICATE

I certify that I am a duly elected and acting Secretary of Gold Ribbon Rescue and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted Unanimous Written Consent of the Board of Directors in Lieu of Organization Meeting dated November 17, 1998.


By: Maura Phelan, Secretary