

**BYLAWS OF  
SPAY NEUTER NETWORK (SNN)**

**ARTICLE I  
OFFICES**

The office of the Spay Neuter Network (the "Corporation") shall be 102 E. Trunk Street, Crandall, Texas 75114 (P.O. Box 515, Kaufman, Texas 75142). The Corporation may also maintain offices at such other places as the Board of Directors may from time to time determine.

**ARTICLE II  
PURPOSE AND GOALS OF ORGANIZATION**

The Corporation is a nonprofit corporation formed under the laws of the State of Texas, for the following purposes and goals:

- A. To promote animal welfare and reduce the number of unwanted and cruelly treated animals through low-cost spay/neuter and vaccination programs.
- B. To educate the public of issues affecting the health and welfare of companion animals and promote their humane treatment.
- C. To encourage and facilitate proper veterinary care including vaccinations, spaying and neutering.
- D. Either directly or indirectly, either alone or in conjunction, or in cooperation with others, to do any and all lawful acts and things to engage in any lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any and all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes; provided, however, that the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of the organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as the same now exist or as they may hereafter be amended from time to time.

**ARTICLE III  
MEMBERSHIP**

The Corporation shall have no members.

## **ARTICLE IV DIRECTORS**

- A. Management. The direction and management of the affairs of the Corporation shall be vested solely in the Board of Directors.
- B. Election and Term. The members of the Board of Directors shall be elected to serve three-year terms by a majority of the then-incumbent Directors. Directors may be elected to one renewal term and then be off for one (1) year before they are eligible for another term. Board members may be voted by the majority to serve an additional year at the end of the term for transition purposes.
- C. Number. The Board of Directors shall be composed of at least three (3) members, or as many as 15 members as the existing Board elects by majority. The Board of Directors may also appoint Advisory Directors at its discretion, but Advisory Directors shall not vote on any business matters.
- D. Removal. A Director may be removed from office upon the vote of a majority of the remaining Directors at any regularly scheduled or special meeting.
- E. Quorum. A majority of the members of the Board of Directors shall constitute a quorum.
- F. Voting. Except as otherwise prescribed in these bylaws, decisions at any meeting of the Board of Directors, or meeting of any committees, shall be by majority vote of those present and voting. Each Director shall have one vote. Votes may be taken at any regular or special meeting. Votes may be taken electronically with the unanimous consent of the Board.
- G. Vacancies. In case any Director shall by death, resignation, incapacity to act, or otherwise cease to be a Director during his or her term, the Board shall choose his or her successor.
- H. Meetings. Meetings of the Board of Directors shall be held at such times and places as shall be fixed by the Board.
- I. Special Meetings. Special meetings of the Board of Directors may be called by the President, or by the Secretary when requested to do so in writing by any Director.
- J. Remote Communications. Telephonic meetings of the Board of Directors may be held provided all Board members agree to be bound by any vote taken. Should any Board member not agree, such telephonic meeting will be deemed void. The sole exception to this may be the unavailability of one or more Board members, where all other Board members agree that the urgency of the matter under consideration requires immediate action.

- K. Committees. The Board of Directors may, by resolution adopted by a majority of the Board, designate and appoint one or more committees to advise the Board. Each committee shall consist of one Board of Director, and additional Directors, as deemed necessary by the Board.
- L. Compensation. Directors as such shall not receive any compensation for their services, but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefore. By resolution of the Board of Directors, a Director may be reimbursed for any reasonable expenses incurred in fulfilling his or her duties.

## **ARTICLE V OFFICERS**

- A. Officers. The Board of Directors shall elect a President, Secretary and Treasurer. It may choose such other officers as the business of the Corporation may require such as Vice Presidents. All the officers shall hold offices at the pleasure of the Board of Directors, but in no case beyond the time when their respective successors shall be elected and shall qualify. The President and Secretary may not be the same person.
- B. Vacancies. Whenever any vacancy shall occur in any office of the Corporation by death, resignation or otherwise, the vacancy shall be filled by a vote of the majority of the Board of Directors.
- C. President. The President shall in general supervise and control all of the business and affairs of the Corporation and shall serve as the Chairman of the Board of Directors. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the bylaws or by statute to some other officer or agent of the Corporation. In general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be, ex officio, with vote, a member of all committees of the Board, and shall deliver to the annual meeting of the Corporation a comprehensive report of the program and policies followed by the Board in the preceding year.
- D. Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice

President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

- E. Treasurer. The Treasurer shall oversee the charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The Treasurer shall oversee the disbursement of funds in accordance with a budget approved by the Board of Directors and shall submit to the Board an annual report of the income and expenditures of the Corporation for the preceding year, and of liabilities and assets. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.
- F. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post-office address of each member which shall be furnished to the Secretary by each member; 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 President or by the Board of Directors.
- G. Expenses. Officers may be reimbursed for any expenses incurred in the fulfillment of their duties. The Corporation shall make no loans of any kind to any officer or Director.

## **ARTICLE VI EXECUTIVE DIRECTOR**

- A. Appointment. The Board of Directors may, by majority vote, appoint or hire an Executive Director, upon such terms and conditions the Board deems proper, who will be responsible for the conduct of the Corporation's business within the prescribed policies of the Board. The Executive Director will be the chief administrative officer of the Corporation whose primary responsibilities will be the operation and supervision of the KCAAP Clinic ("Clinic"), and shall, within the Board's policies, hire, assign, supervise, and terminate the employees of the Clinic.

- B. Termination. The Board of Directors may, by majority vote, terminate the employment or appointment of the Executive Director.
- C. Supervision. The Board of Directors shall supervise the Executive Director. The Executive Director's salary and benefits will be established and approved by a majority of the Board of Directors.

**ARTICLE VII  
INDEMNIFICATION**

The Corporation shall indemnify each Director and Officer of the Corporation, and their heirs, legal representatives, and assigns, against expenses, costs, and attorney's fees actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which the Director or Officer made a party by reason of having been an Officer or Director. The indemnification may include amounts paid to satisfy a judgment or to compromise or settle a claim. The Director or Officer shall not be indemnified if he or she is judged to have been guilty of actual negligence or misconduct in the performance of his or her duty to the Corporation. Advance indemnification may be allowed of a Director or Officer for expenses to be incurred in connection with the defense of the action, suit or proceeding, provided that the Director or Officer agrees to reimburse the Corporation if it is subsequently determined that the Director or Officer was not entitled to indemnification by reason of negligence or misconduct in the performance of his or her duty to the Corporation.

**ARTICLE VIII  
MISCELLANEOUS**

- A. All meetings of the Board of Directors and any committees shall be conducted pursuant to Roberts Rules of Order as set forth in the last published revision thereof.
- B. The fiscal year of the Corporation shall be the calendar year.
- C. All available funds of the organization shall be used to further the nature and purpose of the Corporation as stated in Article II and to be disbursed among other nonprofit animal organizations.

**ARTICLE IX  
AMENDMENTS**

The Bylaws of the Corporation may be amended, repealed or added to, or new Bylaws may be adopted by the vote or written assent of a majority of Directors at any regular meeting or meeting duly called for such purpose.

Adopted by unanimous consent of the Board of Directors effective October 25, 2021.