

**BYLAWS OF FYIMS, INCORPORATED**  
dba  
**FRIENDS FOR LIFE ANIMAL SHELTER AND SANCTUARY**  
A NON-PROFIT ORGANIZATION

**ARTICLE I OFFICE**

1.01 Principal Office

The principal office of the corporation shall be located in the State of Texas. The corporation may have other such offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

1.02 Registered Office and Registered Agent

The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose business office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may not be identical with the principal office of the corporations in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors. The registered office is maintained at 107 E. 22nd, Houston, Texas 77008, and the registered agent is Salise Shuttlesworth.

**ARTICLE II**  
**BOARD OF DIRECTORS**

**General Powers**

2.01 The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of Texas or members of the corporation.

2.02 Number, Tenure and Qualifications

The Board of Directors shall consist of no less than three (3) and no more than twelve (12) positions. The number of directors may be increased or decreased by a two-thirds vote of the Board of Directors. No decrease shall have the effect of shortening the term of any incumbent director.

Each director shall be elected by a majority of the Board of Directors at an official board meeting for a term of three (3) years. Said director may not be re-elected for more than four (4) full consecutive terms without extension granted by a majority vote of the sitting Directors. A majority of sitting Directors shall have the power to grant additional tenure extensions as they see fit with a majority vote. After an absence of one (1) year as a voting member of the Board of Directors, a Director may be elected for additional terms under the stipulations of this article.

2.02.1 Annual Meeting

A regular annual meeting of the Board of Directors will be held once each fiscal year at the principal office of the corporation or other place designated by the President of the Board. Notice for the annual meeting shall be provided in writing to all directors by the President of the Board at least twenty-four (24) hours prior to the meeting stating the time and place of the annual meeting. The purpose of

the annual meeting shall be to require directors whose terms have not expired to elect to the Board of Directors the number of directors necessary to fill all necessary board positions for the upcoming fiscal year. If there are no additions or removals required or submitted from the Board in the fiscal year, this meeting may be held electronically with directors voting via email or proxy.

#### 2.02.2 Regular Annual Meetings

The board shall hold an annual meeting. Notice for each regular meeting shall be provided in writing to all directors by the President of the Board at least twenty-four (24) hours prior to the meeting stating the time and place of said regular meeting.

#### 2.02.3 Special Meetings

Special meetings may be held at any time upon the call of a majority of the board. Notice for each special meeting shall be provided in writing by the President of the Board to all directors at least forty-eight (48) hours prior to the meeting stating the time and place of said special meeting.

#### 2.02.4 Notice of Meetings

Written notice stating the day, hour and place of any meeting of the Board of Directors shall be delivered either personally or by mail, electronic mail or fax to each director entitled to vote at such meeting not less than twenty-four (24) hours prior to the date of such meeting. In the case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, such notice shall be deemed to be delivered when deposited with the United States Postal Service addressed to the director at the address as it appears on the records of the corporation with postage thereon prepaid. If the notice be given by fax, notice shall be deemed to be delivered when the fax is transmitted to the director at the fax number as it appears on the records of the corporation. Any Director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### 2.02.5 Quorum

A majority of the directors eligible to vote constitutes a quorum for the transaction of business at any meeting of the board. The quorum requirements may be met by directors attending the meeting in person or participating via conference call. Directors present by proxy may not be counted toward a quorum.

#### 2.02.6 Vacancies

Any vacancy occurring on the Board of Directors and any directorship to be filled, whether resulting from death, resignation or other cause shall be filled by the vote of a majority of the remaining directors.

#### 2.02.7 Advisory Directors

The Board of Directors may elect by majority vote advisory directors who shall serve a term of one (1) year. Such advisory directors may be re-elected for an unlimited number of terms. Advisory directors shall have all the rights and privileges of members of the Board of Directors except the right to vote on any matters before the board and the right to attend meetings that are determined to be closed meetings by the Board of Directors. All advisory directors' terms shall end on December 31 of each year. Advisory directors do not have the duties or liabilities of a director as provided in the Texas Non-Profit Corporation Act.

#### 2.02.8 Voting Rights

Each member of the Board of Directors shall be entitled to one (1) vote on each matter submitted to a vote of the directors.

#### 2.02.9 Removal of a Director

The Board of Directors, by affirmative vote of a majority of the members, may expel a director at an appropriate meeting. Any member who fails to attend at least the majority of the meetings in one (1) year automatically removes him/herself from the board and no vote of the Board is required. This attendance requirement may be waived by the board upon demonstration of reasonable cause and prior notification.

#### 2.02.10 Proxies

At any meeting of directors, a director entitled to vote may vote by proxy executed in writing by the absent director or by his/her duly authorized attorney-in-fact. No proxy shall be valid after thirty (30) days from the date of its execution. Electronic transmission via email is permissible.

### **ARTICLE III OFFICERS**

- 3.01 The officers of the Board of Directors, if the Board chooses to designate officers, must consist of a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of the Article. The appropriate officer may appoint such other assistant officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as such appointing officer shall deem desirable to assist in his or her duties, such assistant officers to have the authority and to perform the duties prescribed by the Board

of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### 3.02 Election and Term of Office

The officers of the Board of Directors shall be elected at the annual board meeting to be held each January. If the election of officers shall not be held at such meeting, such election shall be held at a board meeting as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall take office in January and shall hold office for one year and until a successor is elected and takes office.

### 3.03 Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

### 3.04 Vacancies

A vacancy in any office because of death, resignation, disqualification or other circumstances may be filled by the Board of Directors at any time for the unexpired portion of the term.

### 3.05 President

The President shall be the principal executive officer of the Board and shall in general supervise and control the business affairs of the corporation. The President shall preside at all meetings of the Board of Directors. The President may sign with the Secretary or any other proper officer of the corporation authorized by the Board of Directors any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors shall 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 these bylaws or by statute to some other officer or agent of the corporation. In general, The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

### 3.06 Vice President

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or, in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President. Any Vice President shall perform such other duties as from time to time may be assigned to the Vice President by the President of the Board of Directors.

## **ARTICLE IV COMMITTEES**

### 4.01 Committees of Directors

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors. Such committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the articles of incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings thereof; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. Such delegation of authority shall not operate to relieve the Board of Directors, or any individual director, or any responsibility imposed on him/her by law.

### 4.02 Advisory Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by the resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

### 4.03 Term of Officer

Each member of a committee shall continue as such until the next official board meeting and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member by vote of the Board of Directors shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

### 4.04 Quorum in Committees

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

### 4.05 Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with those adopted by the Board of Directors.

**ARTICLE V  
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

5.01 The Board of Directors may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these bylaws, to enter into any 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 instances.

50.2 Checks and Drafts

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 the resolution of the Board of Directors.

5.03.1 Deposits

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.

5.03.2 Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any specific purpose of the corporation.

**ARTICLE VI  
BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his/her agent or attorney for any proper purpose at any reasonable time.

**ARTICLE VII  
FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December each year.

## **ARTICLE VIII SEAL**

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and have inscribed thereon the name of the corporation and the words "Corporate Seal of Friends For Life, Incorporated".

## **ARTICLE IX WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of such notice.

## **ARTICLE X AMENDMENTS TO THE BYLAWS**

The bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the sitting directors at any regular or any special meeting if at least two days written notice is given of intent to amend, alter or repeal the bylaws or to adopt new bylaws at such meeting.

## **ARTICLE XI DISSOLUTION**

Upon dissolution of this organization, the assets are to be transferred to a charitable organization qualified under 501(c) (3), Internal Revenue Code with a similar purpose and identical No Kill policy.

## **ARTICLE XII EUTHANASIA POLICY**

Euthanasia will be utilized only within the definition of the No Kill model. The definition of euthanasia for Friends For Life purposes is: "A medical decision in which a licensed veterinarian ends the life of an animal to alleviate suffering that is untreatable or to protect the community from a dangerous animal." Our policy is that we owe life to every animal regardless of condition where treatment or behavioral intervention would alter a grave or poor prognosis.