

BYLAWS
OF
MILAM TOUCH OF LOVE, A NONPROFIT CORPORATION

PREAMBLE

These bylaws are subordinate to and governed by the provisions of the articles of incorporation of this corporation.

ARTICLE I.

Offices

Section 1. Principal Office. The principal office of the corporation is located in Milam County, Texas, at 411 West Main Street, Cameron, Texas, 76520.

Section 2. Change of Address

The corporation may change the principal office, within or without its state of incorporation, as the board of directors may designate or as the corporation may require from time to time. Such a change will not require an amendment of these bylaws and will be noted below.

New address _____ Dated: _____

New address _____ Dated: _____

Section 2. Registered Office.

The registered office of the corporation means the registered office so designated in the articles of incorporation, as amended, filed with the Texas Secretary of State.

ARTICLE II

Nonprofit Purpose

Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The nonprofit corporation's specific purpose is to educate and assist the public concerning responsible pet ownership and lost and found animals. The corporation will focus on preventing cruelty to animals by helping people obtain affordable services which result in responsible pet ownership and prevention of overpopulation of animals in Texas.

ARTICLE III

Membership

Section 1. Eligibility for Membership

Application for membership shall be open to any person that supports the purpose statement in Article II. Membership is granted after completion and receipt of a membership application and annual dues by the President, Secretary, or Treasurer.

Section 2. Annual Dues

The amount required for annual dues shall be as established at the annual meeting held each year and recorded in the minutes for that meeting. Continued membership is contingent upon being up-to-date on membership dues.

For our first year, membership options are:

Purple Paw Student: \$10

Purple Paw Individual: \$15

Purple Paw Family: \$25

Silver Paw: \$100

Gold Paw: \$500

Platinum Paw: \$1,000

Section 3. Rights of Members

Each member shall be eligible to vote in membership voting categories by being present at the meeting where a matter is being voted upon. Members may serve on committees, including serving as committee chairpersons and participate in organization events.

Section 4. Resignation and Termination

Failure to pay annual dues will result in membership revocation. No refunds of paid dues will be issued.

Section 5. Non-voting Membership

The board shall have the authority to establish and define voting and non-voting categories of membership.

ARTICLE IV

Meetings of Members

Section 1. Annual Meetings

An annual meeting of the members shall take place in the month of May, the specific date, time and location of which will be designated by the secretary. At the annual meeting the members shall vote on the dues for the following year, receive reports on the activities of the corporation, and provide input for the direction of the corporation for the coming year.

Section 2. Special Meetings

Special meetings may be called by the president or a simple majority of the board of directors. A petition signed by ten percent (10%) of voting members may also call a special meeting.

Section 3. Notice of Meetings

Written notice of the annual meeting shall be sent to each voting member electronically not later than the tenth day and not earlier than the 60th day prior to the date of the meeting. The notice shall include the place, date, and time of a meeting and if the meeting is a special meeting.

Section 4. Quorum

A quorum for a meeting of the members shall consist of at least ten percent (10)% of the membership.

Section 5. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE V

Directors

Section 3. Number

The corporation shall have a minimum of three directors and a maximum of seven, collectively they shall be known as the board of directors.

Section 4. Qualifications

Directors shall be of the age of majority in this state and support the purpose statement in Article II.

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken of the corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

Section 6. Duties

It shall be the duty of the directors to:

Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws.

Appoint and remove, employ and discharge, and except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;

Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly.

Meet at such times and places as required by these bylaws;

Register their addresses with the secretary of the corporation, and notices of meetings mailed or electronically mailed to them at such addresses shall be valid notices thereof.

Section 7. Term of Office

Each director shall hold office for a period of one year and until his or her successor is elected and qualifies. A director may hold consecutive terms, but the majority of directors must agree to any consecutive terms lasting beyond ten years.

Section 8. Compensation

Directors shall serve without compensation.

Section 9. Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board of directors.

Section 10. Regular Meetings

Regular meetings of the directors shall be held quarterly (may be conducted electronically in accordance with Texas Title 2, Subchapter 22, Section 22.002 or subsequent legislation covering this topic) and set with notice of the date, time, place or purpose of the meeting. A regular meeting may be held either within or without the State of Texas. At the regular meeting, directors shall be elected by the board of directors. Voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

Section 11. Special Meetings

Special meetings of the board of directors may be called by the president, the vice president, the secretary, or by any two directors. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person calling the special meeting.

Section 12. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of the law, the following provisions shall govern the giving of notice for meetings of the board of directors.

Regular meetings – no notice need be given of any regular meeting of the board of directors.

Special meetings – At least one-week prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or electronic mail, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of electronic mail notification, the director to be contacted shall acknowledge personal receipt of the

electronic mail notice by return message or telephone call within twenty-four hours of the first electronic mail transmission.

Waiver of Notice – Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 13. Quorum for Meetings

A quorum shall consist of a majority of the members of the board of directors. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meetings at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 14. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of the law require a greater percentage or different voting rules for approval of a matter by the board.

Section 15. Conduct of Meetings

Meetings of the board of directors shall be presided over by the president of the corporation, or in his or her absence, by the vice president of the corporation. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings may be governed by such procedures as may be approved from time to time by the board of directors.

Section 16. Vacancies

Vacancies of the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the president of the board, the secretary or the board of directors. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of the majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

Section 17. Non-liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 18. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 19. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws or provisions of law.

ARTICLE VI

Officers

Section 1. Designation of Officers

The officers of the corporation shall be a president, a vice president, a secretary and a treasurer. The corporation may also have a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors. The president and the secretary cannot be the same person. The offices of secretary and treasurer may be held by the same person.

Section 2. Qualifications

Any person may serve as officer of this corporation.

Section 3. Election and Term of Office

Officers shall be approved by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any resignation shall take effect at the date of receipt and of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in the offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

Section 6. Duties of President

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. The president shall preside at all meetings of the board of directors.

Except as otherwise expressly provided by law, by the articles of incorporation or by these bylaws, he or she shall, in the name of the corporation, execute such contracts, checks or other instruments which may from time to time be authorized by the board of directors.

Section 7. Duties of Vice President

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws or as may be prescribed by the board of directors.

Section 8. Duties of Secretary

The secretary shall: (a) keep the minutes of the proceedings of the board of directors in one or more books provided for that purpose; (b) authenticate documents of the corporation as needed; (c) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (d) be custodian of the corporate records and see that the corporate records are in order; (e) keep a register of the address of each director which shall be furnished to the secretary by such director; and (f) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the board of directors.

Section 9. Duties of Treasurer

The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) 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 in accordance with the provisions of these bylaws; (c) Exhibit at all reasonable times the books of account and financial records to any director of the corporation; (d) Prepare or cause to be prepared the financial statements to be included in any required reports and (e) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to such treasurer by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for

the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the board of directors shall determine.

Section 10. Compensation

No director or officer of the corporation shall receive any compensation whatsoever for or in connection with services to the corporation.

ARTICLE VII

Committees

Section 1. Executive Committee

The board of directors by resolution adopted by a vote of a majority of the board may designate two or more of its members to constitute a committee and may create such committees, as the board deems necessary. The designation of such a committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed by law.

The board may at any time revoke or modify any or all of the executive committee authority so delegated. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board, as the board requires.

Section 2. Other Committees

The corporation shall have such other committees as may be designated by resolution of the board of directors. These committees may consist of persons who are not members of the board and shall act in an advisory capacity to the board.

Section 3. Meetings and Action of Committees

Regular committee meetings may be held without notice at such times and places as such committee may fix by resolution. Any member may call special meetings of such committee thereof with adequate notice stating the place, date and hour of

the meeting to ensure that the members have the opportunity to participate in the meetings. Any member of a committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of a committee need not state the business proposed to be transacted at the meeting. Any meeting of a committee may be conducted through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE VIII

Execution of Instruments, Deposits, and Funds

Section 1. Execution of Instruments

The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be limited to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

All checks, drafts or other 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 resolution of the board of directors. The board of directors will determine when multiple signatures are required and will initiate such with the organization's banking institution.

Section 3. Deposits

All funds of the corporation shall be deposited to the credit of the corporation in such banks or other depositories as the board of directors may select.

Section 4. Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

Section 5. Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or limited to specific instances.

ARTICLE IX

Corporate Records, Reports, and Seal

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office: a) minutes of all meetings of directors, committees of the board, including time, place of meetings and those present and the proceedings thereof; b) adequate and correct books and records of account, including business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and c) copy of the corporation's articles of incorporation and bylaws.

Section 2. Corporate Seal

The board of directors may use a corporate seal, such seal to be kept at the principal office. Failure to affix the seal to corporate instructions shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of the corporation.

Section 4. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this corporation within the time limits set by law.

ARTICLE X

IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the IRC) and this corporation shall not participate in a political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on a) by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC or b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the IRC or shall be distributed to the federal or state or local

government, for public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the IRC, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under section 4942 of the IRC; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the IRC; 3) shall not retain any excess business holdings as defined in section 4943(c) of the IRC; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the IRC; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the IRC.

ARTICLE XI

Conflict of Interest

Section 1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the IRC and as amplified by Section 53.4958-3 of the IRS regulations and which may result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the IRC and as amplified by Section 53.4958 of the IRS regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

Section 2. Definitions

Interested Person – any director, officer, committee member with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the IRC and as amplified by Section 53.4958 of the IRS

regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest – a person has a financial interest if the person has directly or indirectly through business, investment, or family: 1) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement; 2) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or 3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Conflict of Interest Avoidance Procedures

Duty to Disclose – In connect with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the board will decide if a conflict does exist.

Procedures for Addressing the Conflict of Interest – An interested person may make a presentation at the board or governing committee. If appropriate the board may appoint a disinterested person to investigate alternatives to the proposed

transaction or arrangement. After exercising due diligence, the governing board shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible, the governing board shall determine by a majority vote of the disinterested directors if the transaction is in the best interest of the corporation.

Violations of the Conflicts of Interest Policy – If the governing board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain. If after hearing the member’s response and investigating the circumstances, the governing board will determine the appropriate disciplinary or corrective action.

Section 4. Records of Board and Board Committee Proceedings

The meetings of the governing board will contain the names of any persons who disclosed or were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any actions taken to determine whether the conflict was present and the decision as to whether a conflict of interest in fact existed. The names of persons who were present for the discussions and votes relating to the transaction or arrangement, the content of the discussion, alternatives proposed and a record of any votes taken.

ARTICLE XII

Amendment of Bylaws

Except as may otherwise be specified under provisions of law, these bylaws may be altered, amended or repealed and new bylaws adopted by approval of the board.

ARTICLE XIII

Construction and Terms

If there is a conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern. Should any of the provisions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions shall be unaffected by such holding.

ADOPTION OF BYLAWS

We, the undersigned, are the initial directors of this corporation, and we consent to and hereby do adopt the foregoing bylaws for this corporation.

Dated: May 20, 2019

s/Jean A. Schara, President: _____

s/Sue Ann Kendall, Vice President: _____

s/Meghan Land, Secretary-Treasurer: _____

s/Michael D. Girton, Director: _____

s/W. Mark McKibben, Director: _____

Electronic signature signified by “s/full name”