

**AMENDED AND RESTATED BYLAWS
OF
NORTH TEXAS BASSET HOUND RESCUE, INC.
A Texas Non-Profit Corporation (“NTBHR” or “Corporation”)
Effective July 29, 2010**

**ARTICLE I
OFFICES**

Principal Office

1.01. The Corporation’s principal office in Texas will be located at 3064 High Ridge Drive, Grapevine, Texas 76051. The Corporation may have such other offices in Texas or elsewhere, as the Board of Directors (“Board”) may determine. The Board may change the location of any office of the corporation.

Registered Office and Registered Agent

1.02 The Corporation will maintain a registered office and a registered agent in Texas. The registered office may, but need not be identical with the Corporation’s principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Business Organizations Code.

**ARTICLE II
PURPOSE**

- 2.01. NTBHR is organized for the following purposes to:
- (a) Prevent cruelty to animals, specially Basset Hounds;
 - (b) Support animal welfare by locating and retrieving homeless, unwanted and/ or mistreated Basset Hounds;
 - (c) Provide necessary funding for medical care, spaying and neutering for unwanted and/ or mistreated Basset Hounds; and
 - (d) Place homeless, unwanted and/or mistreated Basset Hounds in permanent loving homes.

The Corporation is a non-profit organization that will be financed under a general plan which may include, without limitation, contributions from the general public, fund raising activities, loans and grants from third parties, and income from investments, as the Board of Directors shall deem necessary and appropriate to further the purposes of the Corporation.

The Corporation is organized exclusively for charitable purposes and for the prevention of cruelty to animals, including for such purposes receiving and administering funds and making

distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III BOARD OF DIRECTORS

Management of Corporation

3.01. The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors of the Corporation. Except to the extent otherwise limited by statute, the Articles of Incorporation, or these Bylaws, the Board of Directors shall have the broadest powers available under Texas law.

Number and Tenure of Directors

3.02. The number of directors constituting the Board of Directors shall be as determined from time to time by resolution of a majority of directors then in office, though less than a quorum; provided that at all times the number of directors shall be at least five and no decrease shall have the effect of shortening the term of any incumbent director.

Qualifications, Election and Term

3.03. At any meeting at which the election of a director is held, a director may nominate a person with the second of any director. Directors shall be residents of Texas and shall have demonstrated an interest in the charitable purposes of the Corporation. The Board may from time to time establish other qualifying criteria for one or more members, for example, that certain officers must also serve as directors. A person who meets the qualifications for director and who has been duly nominated may be elected as a director. Directors will be elected by the vote of the Board by majority vote at which a quorum is present. Each director will hold office until resignation, removal, death or until a successor is elected and qualifies. Each Director will be required to attend at least 50% of the Regular Meetings scheduled in a calendar year as set forth in section 3.05 below or he /she may be removed and a successor elected to fill the vacancy.

Vacancies

3.04. The Board will fill any vacancy in the Board and any director position to be filled due to an increase in the number of directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors even if it is less than a quorum of the Board, or the sole remaining director. A director selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

Regular Meetings

3.05. The Board will conduct no fewer than two regular meetings by resolution stating the time and place of such meetings, at least one of which will be conducted during the first calendar quarter of each year. The meetings may be held inside or outside Texas at a location to be determined by the Board. No notice of regular Board meetings is required other than a Board resolution stating the time and place of the meetings. The President may reschedule a previously scheduled regular Board meeting with the consent of a majority of the Board, provided, however that notice of such rescheduled meeting must be sent to the directors at least 24 hours in advance of the rescheduled meeting.

Special Meetings

3.06. Special Board Meetings may be called by, or at the request of, the President or any two (2) directors. A person or persons authorized to call special meetings of the Board may fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting will inform the Secretary of the corporation of the information to be included in the notice of the meeting. The Secretary of the Corporation will give notice to the directors as these Bylaws require.

Notice

3.07. Written or printed notice of any special meeting of the Board will be delivered to each Director not less than three (3) nor more than twenty-one (21) days before the date of the meeting. The notice will state the place, day and time of the meeting; who called the meeting and the purpose or purposes for which it was called.

Quorum; Majority Vote

3.08. At all meetings of the Board, the presence of a majority of the number of directors fixed in accordance with these Bylaws shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically required by statute, the Articles of Incorporation or these Bylaws. If a quorum is not present at any meeting of the directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. Upon attainment of representation by a quorum, subsequent to an adjournment of the meeting, any business may be transacted which might have been transacted at the meeting as originally notified.

Presumption of Assent

3.10 A director of the Company who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before adjournment thereof, or shall forward such dissent by certified mail to the

Secretary of the Company immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Duties of Directors

3.11. Directors will discharge their duties including, any duties as Committee Members in good faith, with ordinary care, and in a manner they reasonable believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors; directors may in good faith, rely on information, opinions, reports, or statements, including, financial statements and other financial data, concerning the corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A director is not relaying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

Duty to Avoid Improper Distributions

3.12. Directors who vote for or assent to improper distributions are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the Corporation lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when the Corporation is insolvent other than in payment of corporate debts, or any distribution that would render the Corporation insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary of the Corporation before adjournment or the meeting in question or mailed to the Secretary by registered mail immediately after adjournment. A director is not liable if, in voting for or assenting to a distribution, the director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Corporation; legal counsel, public accountants, or other persons as to matters the director reasonably are within the person's professional or expert competence; or a committee of the Board of which the director is not a member; (2) while acting in good faith and with ordinary care, considers the Corporation's assets to be at least that of their book value; or (3) in determining whether liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Directors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation. Directors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

Delegating Duties

3.13 Directors may select advisors and delegate duties and responsibilities to them, such as the full power to buy or otherwise acquire stocks, bonds, securities, other investments on the Corporation's behalf; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The Directors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor at any time and without any cause whatsoever.

Interested Directors

3.14 Contracts or transactions between directors, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, officer, or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts or interest to the other members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested directors or other group with authority to authorize the transaction.

Actions of Board or Directors

3.15 The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of directors present and voting at a meeting at which a quorum was initially present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision.

Proxies

3.16 A director may not vote by proxy.

Compensation

3.17 Directors may not receive salaries for their services. A director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a director will be reasonable and commensurate with the services performed.

Removing Directors

3.18 The Board may vote to remove a director at any time, with or without cause, by majority vote of the remaining members, at any Regular or Special meeting called and noticed following the procedures provided in these Bylaws.

ARTICLE IV OFFICERS

Officer Positions

4.01 The Corporation's elected officers shall be a president, an operations vice president, a vice president, a secretary, and a treasurer, each of whom shall be invited to attend the Regular Meetings of the Board. The Board may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions, provided that if the Board appoints the positions of Assistant Treasurer and/or Assistant Secretary, those positions will have the duties prescribed herein. The same person may hold any two or more offices, except for president and secretary.

Election and Term of Office

4.02 The Corporation's elected officers will be elected by the Board at the first calendar quarter Regular Board meeting in which their terms expire (or at any Special Meeting called during the first calendar quarter for such purpose) and shall serve a two (2) year term. The offices of President and Secretary will be elected in alternating years so that at no time will the entire slate of officers be up for election. All other elected offices may be elected in the years determined by the Board in its discretion. Appointed offices may be appointed at any Regular or Special Meeting of the Board for any length of term as the Board shall declare in its discretion.

Each Officer will hold office until resignation, removal or until a successor is duly appointed or elected. An officer may be elected or appointed to succeed himself or herself in the same office.

Removal

4.03 Any officer elected or appointed by the Board may be removed by the Board with or without cause. Removing an officer will be with or without prejudice to the officer's contractual right, if any.

Vacancies

4.04 The Board may appoint a person to fill a vacancy in any office for the unexpired portion of the officer's term.

President

4.05 The President is the Corporation's chief executive officer and his /her duties include but are not limited to the following:

(a) He or she will supervise and control all of the Corporation's business and affairs and will preside at all meetings of the members and the Board.

(b) The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the president may not execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, these Bylaws, or statute. The President will perform other duties prescribed by the Board and all duties incident to the office of president.

Vice President Operations

4.06 The Vice President Operations oversees all aspects of daily operations involving dogs, and his/her duties include but are not limited to the following:

(a) He or she will be responsible for monitoring and responding to incoming telephone calls, emails or website inquiries with respect to dogs.

(b) The Vice President of Operations will act as a supervisor to the intake, foster and adoption committees ("Operations Committees") coordinators, including meeting with the Operations Committees coordinators on regular basis to assure that dogs are coming in and going out.

(c) The Vice President Operations orders materials for adoption packets, collars, tags, leashes, and other similar supplies and authorizes veterinary care expenditures, in coordination with the Board as required.

(d) The Vice President Operations maintains files and records on current dogs, including medical records and shelter records, until the adoption is complete and turns over copies of those records in a timely manner for permanent record-keeping.

(e) The Vice President Operations will perform other duties as assigned by the President or the Board.

Vice President

4.07 When the President or Vice President Operations is absent, cannot act, or refuses to act, the Vice President will perform the President's or Vice President Operations' duties that include but are not limited to the following:

(a) When acting in the President's place, the Vice President has all the powers of and is subject to all the restrictions on the President.

(b) When acting in the Vice President Operations' place, the Vice President has all the powers of and is subject to all the restrictions on the Vice President Operations.

(c) The Vice President will perform other duties as assigned by the President or Board.

Treasurer

4.08 The Treasurer's duties will include but are not limited to the following:

- (a) Have charge and custody of and be responsible for all the Corporation's funds and securities.
- (b) Receive and give receipts for moneys due and payable to the Corporation from any source.
- (c) Deposit all moneys in the Corporation's name in banks, trust companies, or other depositories as these Bylaws provide or as the Board or President directs.
- (d) Write checks and disburse funds to discharge the Corporation's obligations.
- (e) Maintain the Corporation's financial books and records.
- (f) Prepare financial reports at least annually.
- (g) Perform other duties as assigned by the President or the Board.
- (h) If the Board requires, give bond for faithfully discharging his or her duties in a sum and with a surety as determined by the Board.
- (i) Perform all of the duties incident to the office of treasurer.

Assistant Treasurer

4.09 An Assistant Treasurer's duties will include but are not limited to, in the absence of the Treasurer, performing the duties and responsibilities of the Treasurer.

Secretary

4.10 The Secretary duties will include but are not limited to the following:

- (a) Give all notices as provided in the Bylaws or as required by law.
- (b) Take minutes of the meetings of the Board and keep the minutes as part of the corporate records.
- (c) Maintain custody of the corporate records and seal.
- (d) Affix the corporate seal where required to all documents as authorized.
- (e) Perform duties as assigned by the President or Board.
- (f) Perform all duties incident to the office of Secretary.

Assistant Secretary

4.11 An Assistant Secretary's duties will include but are not limited to, in the absence of the Secretary performing the duties and responsibilities of the Secretary.

ARTICLE V COMMITTEES

Establishing Committees

5.01 There shall be no committees of the Board of Directors, however, the Board may authorize the officers of the Corporation to form committees composed of two or more volunteer members of the organization for the purpose of carrying out the day-to-day business of the Corporation or special projects of the Corporation. Each committee so established must be chaired by at least one officer or director of the Corporation and each committee chair shall report on the committee's activities at Regular Board meetings or at such other times as the Board reasonably requests.

ARTICLE VI TRANSACTIONS OF CORPORATION

Contracts

6.01 The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

Deposits

6.02 All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

Gifts

6.03 The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the Articles of Incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

Potential Conflicts of Interest

6.04 The Corporation may not make any loan to a director or officer of the Corporation. A director or officer of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by these Bylaws, the Articles of Incorporation, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business

with the Corporation. The Corporation may not borrow money from or otherwise transact business with a director or officer of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests. The Corporation may not borrow money from or otherwise transact business with a director or officer of the Corporation without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

Prohibited Acts

6.05 As long as the Corporation exists, and except with the Board's prior approval, no director or officer of the Corporation may:

- (a) Do any act in violation of these Bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the Corporation's assets, directly or indirectly, for any purpose other than the carrying on of the Corporation's business.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.
- (h) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community or to any person not authorized to receive it.

ARTICLE VII BOOKS AND RECORDS

Required Books and Records

7.01 The Corporation will keep correct and complete books and records of account. The books and records include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the Articles of Incorporation, and any Articles of Amendment, restated articles, Articles of Merger, Articles of Consolidation, and statement of change of registered office or registered agent.
- (b) A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them.
- (c) Minutes of the proceedings of the Board.

- (d) A list of the names and addresses of the directors and officers of the Corporation.
- (e) A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three (3) most recent fiscal years.
- (f) A financial statement showing the Corporation's income and expenses for the three (3) most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- (h) The Corporation's federal, state, and local tax information or income-tax returns for each of the Corporation's three (3) most recent tax years.

Inspection and Copying

7.02 Any director or officer of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under the Bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Corporation. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than twenty-one (21) working days after the Corporation receives a proper written request. The Board may establish reasonable copying fees. The Corporation will provide requested copies of books or records no later than ten (10) working days after receiving a proper written request.

ARTICLE VIII FISCAL YEAR

8.01 The Corporation's fiscal year will begin on the first day of July and end on the last day in June in each year.

ARTICLE IX INDEMNIFICATION

9.01 Terms used in this Article 9 that are defined in Section 8.001 of the Texas Business Organizations Code (TBOC) are used as so defined.

The Corporation shall indemnify persons who are or were a director, officer, employee or agent of the Company, both in their official capacities and as a delegate (the "Indemnified Parties"), against any and all liability and expenses that may be incurred by them in connection with or resulting from any proceeding to the full extent permitted or required by Chapter 8 of the TBOC. Upon receipt of a written affirmation by the Indemnified Party of a good faith belief that the standard of conduct necessary for indemnification under this Article 9 and Chapter 8 of the TBOC has been met and a written undertaking by or on behalf of the Indemnified Party to repay the amount if it shall be ultimately determined that the Indemnified Party was not entitled to be indemnified by the Corporation, the Corporation shall pay or reimburse to the Indemnified Party, in advance of the final disposition of the proceeding, all reasonable expenses incurred by such person who was, is or is threatened to be made a respondent in a proceeding to the full extent

permitted by Sections 8.101-8.106 of the TBOC. The rights of indemnification provided for in this Article 9 shall be in addition to all rights to which any Indemnified Party may be entitled under any statute, the governing documents of the Corporation, contract, vote of the Board, as a matter of law, or otherwise. The Corporation may pay or reimburse the reasonable expenses of any Indemnified Party or other person in connection with such person's appearance as a witness or other participation in a proceeding at a time when that person is not a respondent in the proceeding.

9.02 The Corporation may purchase or maintain insurance or make other arrangements for indemnification on behalf of the Indemnified Parties against any liability or expense asserted against him and incurred by him in his official capacity or otherwise, to the full extent permitted or required by Section 8.151 of the TBOC.

ARTICLE X NOTICES

Notice by Mail or Electronic Mail

10.01 Any notice required or permitted by these Bylaws to be given to a director, officer or committee member of the Corporation may be given by mail or electronic mail. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with the postage prepaid. If given by electronic mail, a notice is deemed delivered when received by the server which hosts the electronic mail account of the person at his or her e-mail address as it appears in the corporate records. A person may change his or her address or electronic mail address in the corporate records by giving written notice of the change to the Secretary of the Corporation.

Signed Waiver of Notice

10.02 Whenever any notice is required by law or under the Articles of Incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A Waiver of Notice is effective whether signed before or after the time stated in the notice being waived.

Waiving Notice by Attendance

10.03 A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XI
SPECIAL PROCEDURES CONCERNING MEETINGS

Meeting by Telephone

11.01 The Board of Directors and any committee of the Corporation may hold a meeting by telephone conference call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice; and a person's participating in a conference call meeting constitutes his or her presence at the meeting.

Decision without Meeting

11.02 A decision required or permitted to be made at a meeting of the Board or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter or is confirmed by electronic mail. The original signed consents or printed electronic mail confirmations will be placed in the Corporation minute book and kept with the corporate records.

Furthermore, in accordance with the Articles of Incorporation, action may be taken without a meeting when there are signed written consents by the number of Directors, Committee Members, or Members whose votes would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must be signed and bear the date of signature of the person signing it. A photographic, facsimile, or similar reproduction of a signed writing will be treated as an original.

Consents must be delivered to the Corporation. A consent signed by fewer than all Directors, Committee Members, or Members is not effective to take the intended action unless the required number of consents are delivered to the Corporation within sixty (60) days after the date that the earliest dated consent was delivered to the Corporation. Delivery must be made by hand, by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, and principal place of business, transfer agent, registrar, exchange agent, officer or agent having custody of books which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the President or Principal Executive Officer.

The Corporation will give prompt notice of action taken to persons who do not sign consents. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that these written consent procedures were followed to authorize the action and filing.

**ARTICLE XII
AMENDING BYLAWS**

12.01 These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Board of Directors. The notice of any meeting at which these Bylaws are altered, amended, repealed, or at which new Bylaws are adopted will include the text of the proposed by law provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

**ARTICLE XIII
MISCELLANEOUS PROVISIONS**

Legal Authorities Governing Construction of Bylaws

13.01 These Bylaws will be construed under Texas law. All references in the Bylaws to statutes, regulation, or other sources of legal authority will refer to the authorities cited, or their successors as they may be amended from time to time.

CERTIFICATE OF SECRETARY

I ANDREA WRIGHT certify that I am the duly elected and acting Secretary of North Texas Basset Hound Rescue, Inc. and these Amended and Restated Bylaws constitute the Corporation's Amended and Restated Bylaws. These Amended and Restated Bylaws were duly adopted at a meeting of the Board of Directors held on 7/29, 2010

Dated: 10/20/10 2010

By: Andrea Wright