

Form **990**
 Department of the Treasury
 Internal Revenue Service

Return of Organization Exempt From Income Tax
 Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No 1545-0047
2007
 Open to Public Inspection

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2007 calendar year, or tax year beginning , and ending

- B** Check if applicable
 Address change
 Name change
 Initial return
 Termination
 Amended return
 Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
WILLIAMSON COUNTY HUMANE SOCIETY INC.
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
10930 E. CRYSTAL FALLS PKWY.
 City or town, state or country, and ZIP + 4
LEANDER TX 78641

D Employer identification number
74-2069592
E Telephone number
512-260-3602
F Accounting method: Cash Accrual Other (specify)

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations
H(a) Is this a group return for affiliates? Yes No
H(b) If "Yes," enter number of affiliates
H(c) Are all affiliates included? Yes No
 (If "No," attach a list. See instructions.)
H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

G Website: **hswc.net**

J Organization type (check only one) 501(c) (**3**) (insert no.) 4947(a)(1) or 527

K Check here if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 **538,891**

I Group Exemption Number
M Check if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)

Revenue	1 Contributions, gifts, grants, and similar amounts received:				
	a Contributions to donor advised funds	1a			
	b Direct public support (not included on line 1a)	1b		166,333	
	c Indirect public support (not included on line 1a)	1c			
	d Government contributions (grants) (not included on line 1a)	1d			
	e Total (add lines 1a through 1d) (cash \$ 154,720 noncash \$ 11,613)	1e			166,333
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2			300,804
	3 Membership dues and assessments	3			
	4 Interest on savings and temporary cash investments	4			2,288
	5 Dividends and interest from securities	5			
	6a Gross rents	6a			
	b Less: rental expenses	6b			
c Net rental income or (loss). Subtract line 6b from line 6a	6c				
7 Other investment income (describe)	7				
Expenses	8a Gross amount from sales of assets other than inventory	(A) Securities	(B) Other		
	b Less: cost or other basis and sales expenses	8a			
	c Gain or (loss) (attach schedule)	8b			
	d Net gain or (loss). Combine line 8c, columns (A) and (B)	8c			
	9 Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>	9			
	a Gross revenue (not including \$ of contributions reported on line 1b)	9a		61,012	
	b Less: direct expenses other than fundraising expenses	9b		34,559	
	c Net income or (loss) from special events. Subtract line 9b from line 9a	9c			26,453
	10a Gross sales of inventory, less returns and allowances	10a			
	b Less: cost of goods sold	10b			
	c Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a	10c			
	11 Other revenue (from Part VII, line 103)	11			8,454
12 Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12			504,332	
13 Program services (from line 44, column (B))	13			597,019	
14 Management and general (from line 44, column (C))	14			39,477	
15 Fundraising (from line 44, column (D))	15				
16 Payments to affiliates (attach schedule)	16				
17 Total expenses. Add lines 16 and 44, column (A)	17			636,496	
18 Excess or (deficit) for the year. Subtract line 17 from line 12	18			-132,164	
19 Net assets or fund balances at beginning of year (from line 73, column (A))	19			434,707	
20 Other changes in net assets or fund balances (attach explanation)	20		See Statement 1	6,212	
21 Net assets or fund balances at end of year. Combine lines 18, 19, and 20	21			308,755	

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Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a Grants paid from donor advised funds (attach schedule) (cash \$ _____ non-cash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22a			
22b Other grants and allocations (attach schedule) (cash \$ _____ non-cash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22b			
23 Specific assistance to individuals (attach schedule)	23			
24 Benefits paid to or for members (attach schedule)	24			
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A	25a			
b Compensation of former officers, directors, key employees, etc. listed in Part V-B	25b			
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	25c			
26 Salaries and wages of employees not included on lines 25a, b, and c	26 375,297	350,903	24,394	
27 Pension plan contributions not included on lines 25a, b, and c	27			
28 Employee benefits not included on lines 25a - 27	28 8,110	7,583	527	
29 Payroll taxes	29			
30 Professional fundraising fees	30			
31 Accounting fees	31			
32 Legal fees	32			
33 Supplies	33			
34 Telephone	34			
35 Postage and shipping	35			
36 Occupancy	36 21,828	20,300	1,528	
37 Equipment rental and maintenance	37 23,298	21,784	1,514	
38 Printing and publications	38			
39 Travel	39			
40 Conferences, conventions, and meetings	40			
41 Interest	41 16,995	15,998	997	
42 Depreciation, depletion, etc. (attach schedule)	42 36,469	34,099	2,370	
43 Other expenses not covered above (itemize):				
a See Statement 2	43a 154,499	146,352	8,147	
b	43b			
c	43c			
d	43d			
e	43e			
f	43f			
g	43g			
44 Total functional expenses. Add lines 22a through 43g (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44 636,496	597,019	39,477	0

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No

If "Yes," enter (i) the aggregate amount of these joint costs \$ _____, (ii) the amount allocated to Program services \$ _____,

(iii) the amount allocated to Management and general \$ _____, and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments

What is the organization's primary exempt purpose?

► **See Statement 3**

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others)

Program Service Expenses

(Required for 501(c)(3) and (4) orgs , and 4947(a)(1) trusts, but optional for others)

a See Statement 4

(Grants and allocations \$) If this amount includes foreign grants, check here ►

597,019

b

(Grants and allocations \$) If this amount includes foreign grants, check here ►

c

(Grants and allocations \$) If this amount includes foreign grants, check here ►

d

(Grants and allocations \$) If this amount includes foreign grants, check here ►

e Other program services (attach schedule)

(Grants and allocations \$) If this amount includes foreign grants, check here ►

f Total of Program Service Expenses (should equal line 44, column (B), Program services)

597,019

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year		
Assets	45	Cash—non-interest-bearing	48,822	45	-6,446	
	46	Savings and temporary cash investments	138,539	46	92,135	
	47a	Accounts receivable	6,611			
	b	Less: allowance for doubtful accounts		589	47c	6,611
	48a	Pledges receivable				
	b	Less: allowance for doubtful accounts			48c	
	49	Grants receivable			49	
	50a	Receivables from current and former officers, directors, trustees, and key employees (attach schedule)			50a	
	b	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (att schedule)			50b	
	51a	Other notes and loans receivable (attach schedule)				
	b	Less: allowance for doubtful accounts			51c	
	52	Inventories for sale or use			52	
	53	Prepaid expenses and deferred charges			53	1,033
	54a	Investments—publicly-traded securities			54a	
	b	Investments—other securities (attach schedule)			54b	
	55a	Investments—land, buildings, and equipment: basis				
	b	Less: accumulated depreciation (attach schedule)			55c	
	56	Investments—other (attach schedule)			56	
	57a	Land, buildings, and equipment: basis	711,242			
b	Less: accumulated depreciation (attach schedule) See Statement 5	273,965	463,419	57c	437,277	
58	Other assets, including program-related investments (describe ► See Statement 6)		10,712	58	14,057	
59	Total assets (must equal line 74) Add lines 45 through 58		662,081	59	544,667	
Liabilities	60	Accounts payable and accrued expenses	76	60	7,379	
	61	Grants payable		61		
	62	Deferred revenue		62		
	63	Loans from officers, directors, trustees, and key employees (attach schedule)		63		
	64a	Tax-exempt bond liabilities (attach schedule)		64a		
	b	Mortgages and other notes payable (attach schedule)		64b		
	65	Other liabilities (describe ► See Statement 7)		227,298	65	228,532
66	Total liabilities. Add lines 60 through 65		227,374	66	235,911	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.					
	67	Unrestricted	405,552	67	308,755	
	68	Temporarily restricted	29,155	68		
	69	Permanently restricted		69		
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 70 through 74					
	70	Capital stock, trust principal, or current funds		70		
	71	Paid-in or capital surplus, or land, building, and equipment fund		71		
	72	Retained earnings, endowment, accumulated income, or other funds		72		
73	Total net assets or fund balances. Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)		434,707	73	308,755	
74	Total liabilities and net assets/fund balances. Add lines 66 and 73		662,081	74	544,666	

Part IV-A Reconciliation of Revenue per Audited Financial Statements With Revenue per Return (See the instructions.)

a	Total revenue, gains, and other support per audited financial statements		a	579,433
b	Amounts included on line a but not on Part I, line 12:			
1	Net unrealized gains on investments	b1		
2	Donated services and use of facilities	b2	40,542	
3	Recoveries of prior year grants	b3		
4	Other (specify): See Statement 8	b4	34,559	
	Add lines b1 through b4		b	75,101
c	Subtract line b from line a		c	504,332
d	Amounts included on Part I, line 12, but not on line a:			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify):	d2		
	Add lines d1 and d2		d	
e	Total revenue (Part I, line 12) Add lines c and d		e	504,332

Part IV-B Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

a	Total expenses and losses per audited financial statements		a	711,597
b	Amounts included on line a but not Part I, line 17:			
1	Donated services and use of facilities	b1	40,542	
2	Prior year adjustments reported on Part I, line 20	b2		
3	Losses reported on Part I, line 20	b3		
4	Other (specify): See Statement 9	b4	34,559	
	Add lines b1 through b4		b	75,101
c	Subtract line b from line a		c	636,496
d	Amounts included on Part I, line 17, but not on line a:			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify):	d2		
	Add lines d1 and d2		d	
e	Total expenses (Part I, line 17) Add lines c and d		e	636,496

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
See Statement 10				

Part VI Other Information (continued)

		Yes	No
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	X	
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III)		
	See Stmt 11 82b 40,542		
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	N/A	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	N/A	
85a	501(c)(4), (5), or (6). Were substantially all dues nondeductible by members?	N/A	
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year	N/A	
c	Dues, assessments, and similar amounts from members	85c	
d	Section 162(e) lobbying and political expenditures	85d	
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	N/A	85g
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	N/A	85h
86	501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12	86a	
b	Gross receipts, included on line 12, for public use of club facilities	86b	
87	501(c)(12) orgs Enter a Gross income from members or shareholders	87a	
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	
88a	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88a	X
b	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI	88b	X
89a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under section 4911 ▶ 0 ; section 4912 ▶ 0 ; section 4955 ▶ 0		
b	501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b	X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0		
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization ▶ 0		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?	89e	X
f	All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?	89f	X
g	For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	89g	X
90a	List the states with which a copy of this return is filed ▶ None		
b	Number of employees employed in the pay period that includes March 12, 2007 (See instructions.)	90b	16
91a	The books are in care of ▶ H.R. STRICKLAND 10930 E. CRYSTAL FALLS PKWY Located at ▶ LEANDER, TX	Telephone no ▶	512-255-1114 ZIP + 4 ▶ 78641
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If " Yes," enter the name of the foreign country▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	91b	X

Part VI Other Information (continued)

c At any time during the calendar year, did the organization maintain an office outside of the United States? 91c Yes No
 If "Yes," enter the name of the foreign country ▶

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041—Check here
 and enter the amount of tax-exempt interest received or accrued during the tax year ▶ | 92 |

Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					251,304
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					49,500
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	2,288	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					26,453
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a _____					
b MISCELLANEOUS			1	8,454	
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))		0		10,742	327,257
105 Total (add line 104, columns (B), (D), and (E))					337,999

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
▼	See Statement 12

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions)

Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13).

106 Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No
	X

	(A) Name, address, of each controlled entity	(B) Employer ID Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
Totals				

107 Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No
	X

	(A) Name, address, of each controlled entity	(B) Employer ID Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
Totals				

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

Yes	No

Please Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature of officer: *H.R. Strickland* Date: 08/27/2008

Type or print name and title: H.R. STRICKLAND, TREASURER

Paid Preparer's Use Only

Preparer's signature: *E. L. Chappell, Jr.* Date: 8/27/08 Check if self-employed:

Firm's name (or yours if self-employed), address, and ZIP + 4: Gindler, Chappell, Morrison & Co., P.C. EIN: 74-2532710

Preparer's SSN or PTIN (See Gen Instr X): P00271675 Phone no: 512-833-9600

**SCHEDULE A
(Form 990 or 990-EZ)**

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),
or 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0047

2007

Department of the Treasury
Internal Revenue Service

Supplementary Information-(See separate instructions.)
▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization
WILLIAMSON COUNTY HUMANE SOCIETY INC.

Employer identification number
74-2069592

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to empl benefit plans & deferred comp	(e) Expense account and other allowances
NONE				
Total number of other employees paid over \$50,000 ▶				

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services ▶		

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of other contractors receiving over \$50,000 for other services ▶		

Part III Statements About Activities (See page 2 of the instructions.)

Yes No

<p>1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B)</p> <p>Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.</p>	1		X
<p>2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)</p>			
<p>a Sale, exchange, or leasing of property?</p>	2a		X
<p>b Lending of money or other extension of credit?</p>	2b		X
<p>c Furnishing of goods, services, or facilities?</p>	2c		X
<p>d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?</p>	2d		X
<p>e Transfer of any part of its income or assets?</p>	2e		X
<p>3a Did the organization make grants for scholarships, fellowships, student loans, etc? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.)</p>	3a		X
<p>b Did the organization have a section 403(b) annuity plan for its employees?</p>	3b		X
<p>c Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement</p>	3c		X
<p>d Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?</p>	3d		X
<p>4a Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g</p>	4a		X
<p>b Did the organization make any taxable distributions under section 4966?</p>	4b		
<p>c Did the organization make a distribution to a donor, donor advisor, or related person?</p>	4c		
<p>d Enter the total number of donor advised funds owned at the end of the tax year</p>			
<p>e Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year</p>			
<p>f Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts</p>		0	
<p>g Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year</p>			0

Part IV Reason for Non-Private Foundation Status (See pages 4 through 8 of the instructions.)

I certify that the organization is not a private foundation because it is. (Please check only **ONE** applicable box.)

- 5 A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 A school Section 170(b)(1)(A)(ii) (Also complete Part V)
- 7 A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii).
- 8 A federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii) Enter the hospital's name, city, and state ►
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A)
- 12 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions-subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:
 - Type I
 - Type II
 - Type III-Functionally Integrated
 - Type III-Other

Provide the following information about the supported organizations. (See page 8 of the instructions)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
Total					

- 14 An organization organized and operated to test for public safety. Section 509(a)(4) (See page 8 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12) Use cash method of accounting.

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.)	206,940	432,591	383,448	343,390	1,366,369
16 Membership fees received					0
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	534,023	262,577			796,600
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	1,724				1,724
19 Net income from unrelated business activities not included in line 18					0
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.					0
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets. Stmt 13	7,285	7,432	6,875	24,059	45,651
23 Total of lines 15 through 22	749,972	702,600	390,323	367,449	2,210,344
24 Line 23 minus line 17	215,949	440,023	390,323	367,449	1,413,744
25 Enter 1% of line 23	7,500	7,026	3,903	3,674	

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24	26a	28,275
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2003 through 2006 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts	26b	
c Total support for section 509(a)(1) test. Enter line 24, column (e)	26c	1,413,744
d Add Amounts from column (e) for lines: 18 <u>1,724</u> 19 _____ 22 <u>45,651</u> 26b _____	26d	47,375
e Public support (line 26c minus line 26d total)	26e	1,366,369
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))	26f	96.6490%

27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year:	(2006)	(2005)	(2004)	(2003)	N/A
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:	(2006)	(2005)	(2004)	(2003)	N/A
c Add. Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____	27c				
d Add: Line 27a total _____ and line 27b total _____	27d				
e Public support (line 27c total minus line 27d total)	27e				
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e)	27f				
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))	27g				%
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))	27h				%

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2003 through 2006, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See page 9 of the instructions.)
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		N/A	Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement)	31		
32	Does the organization maintain the following:			
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c		
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d		
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)				
33	Does the organization discriminate by race in any way with respect to:			
a	Students' rights or privileges?	33a		
b	Admissions policies?	33b		
c	Employment of faculty or administrative staff?	33c		
d	Scholarships or other financial assistance?	33d		
e	Educational policies?	33e		
f	Use of facilities?	33f		
g	Athletic programs?	33g		
h	Other extracurricular activities?	33h		
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)				
34a	Does the organization receive any financial aid or assistance from a governmental agency?	34a		
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.	34b		
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35		

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 11 of the instructions.)
 (To be completed **ONLY** by an eligible organization that filed Form 5768) **N/A**

Check **a** if the organization belongs to an affiliated group. Check **b** if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures

(The term "expenditures" means amounts paid or incurred.)

		(a) Affiliated group totals	(b) To be completed for all electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		
38 Total lobbying expenditures (add lines 36 and 37)	38		
39 Other exempt purpose expenditures	39		
40 Total exempt purpose expenditures (add lines 38 and 39)	40		
41 Lobbying nontaxable amount. Enter the amount from the following table-			
If the amount on line 40 is-			
Not over \$500,000	The lobbying nontaxable amount is-		
Over \$500,000 but not over \$1,000,000	20% of the amount on line 40		
Over \$1,000,000 but not over \$1,500,000	\$100,000 plus 15% of the excess over \$500,000		
Over \$1,500,000 but not over \$17,000,000	\$175,000 plus 10% of the excess over \$1,000,000		
Over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000		
	\$1,000,000		
42 Grassroots nontaxable amount (enter 25% of line 41)	42		
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43		
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44		

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below
 See the instructions for lines 45 through 50 on page 13 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 14 of the instructions.) **N/A**

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

- a** Volunteers
- b** Paid staff or management (Include compensation in expenses reported on lines c through h.)
- c** Media advertisements
- d** Mailings to members, legislators, or the public
- e** Publications, or published or broadcast statements
- f** Grants to other organizations for lobbying purposes
- g** Direct contact with legislators, their staffs, government officials, or a legislative body
- h** Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means
- i** Total lobbying expenditures (Add lines c through h.)

Yes	No	Amount

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

74-2069592

Federal Statements

FYE: 12/31/2007

Statement 1 - Form 990, Line 20 - Other Changes in Net Assets or Fund Balances

<u>Description</u>	<u>Amount</u>
DIRECT FUNDRAISING EXPENSES	\$ 34,559
DIRECT FUNDRAISING EXPENSES	-34,559
ADJUSTMENT OF LAND VALUE	<u>6,212</u>
Total	<u>\$ 6,212</u>

Federal Statements**Statement 2 - Form 990, Part II, Line 43 - Other Functional Expenses**

Description	Total Expenses	Program Service	Mgt & General	Fund- Raising
Expenses	\$	\$	\$	\$
ADVERTISING	1,629	1,629		
AMORTIZATION	100	94	6	
ANIMAL CARE	119,258	119,258		
AUTOMOBILE EXPENSE	5,304	5,304		
BANK FEES	4,612	4,612		
BAD DEBT EXPENSE	1,629	1,629		
DISPOSAL FEES	3,246	3,246		
DUES & SUBSCRIPTIONS	559	559		
INSURANCE	10,892	10,021	871	
PROFESSIONAL FEES	7,270		7,270	
Total	\$ 154,499	\$ 146,352	\$ 8,147	\$ 0

Federal Statements**Statement 3 - Form 990, Part III - Organization's Primary Exempt Purpose****Description**

TO PROMOTE HUMANE TREATMENT OF ANIMALS AND TO PROVIDE INNOVATIVE PROGRAMS AND SERVICES TO ELIMINATE PET OVERPOPULATION AND TO IMPROVE THE LIVES OF PETS AND PEOPLE IN WILLIAMSON COUNTY, TEXAS.

Statement 4 - Form 990, Part III, Line a - Statement of Program Service Accomplishments**Description****HIGH VOLUME PET ADOPTIONS:**

THE WCHS FACILITY IS OPEN SIX DAYS A WEEK FOR ADOPTIONS. TRAINED ADOPTION COUNSELORS MATCH PET CHARACTERISTICS AND TEMPERAMENT TO FAMILY LIFESTYLES.

WCHS CONDUCTS OFFSITE ADOPTIONS AT LOCAL BUSINESSES AND EVENTS EVERY WEEKEND. WCHS HAS CATS AVAILABLE FOR ADOPTION AT PETSMAST SEVEN DAYS A WEEK. WCHS POSTS PETS AVAILABLE FOR ADOPTION ON PETFINDER AND OTHER ONLINE RESOURCES TO EXPAND THEIR REACH. WCHS WORKS CLOSELY WITH BREED RESCUE AND OTHER LOCAL SHELTERS TO PLACE ANIMALS. IN 2007, 1,528 ANIMALS WERE PLACED INTO NEW HOMES.

LOW COST SPAY/NEUTER: WCHS OPERATES THE ONLY LOW COST SPAY/NEUTER CLINIC IN WILLIAMSON COUNTY. THE CLINIC COMPLETES 30-40 SURGERIES EVERY TUESDAY AND THURSDAY AND INCLUDES APPOINTMENTS FOR THE PUBLIC AND FOR ADOPTED ANIMALS. IN 2007 2,230 LOW COST SPAY/NEUTER SURGERIES WERE PERFORMED.

PET RETENTION SERVICES: WCHS OPERATES A ONCE A MONTH LOW COST WELLNESS CLINIC PROVIDING VITAL VACCINATIONS AND WELLNESS CARE TO LOW INCOME PET OWNERS. ALL WCHS ADOPTED PETS ARE MICROCHIPPED AND LOW COST MICROCHIPPING IS AVAILABLE TO THE PUBLIC SIX DAYS A WEEK TO ENSURE LOST PETS ARE QUICKLY REUNITED WITH THEIR GUARDIANS. NEW ADOPTERS RECEIVE EDUCATION ON RESPONSIBLE PET OWNERSHIP AND HUMANE EDUCATION IS AVAILABLE FOR SCHOOL AND SCOUT GROUPS. IN 2007 702 CLIENTS AND 999 PETS WERE SERVED AT THEIR LOW COST WELLNESS CLINICS.

Federal Statements**Statement 5 - Form 990, Part IV, Line 57 - Land, Buildings, and Equipment**

<u>Description</u>	<u>Beginning of Year</u>	<u>Accum Depr</u>	<u>End of Year</u>	<u>Accum Depr</u>
FURNITURE & EQUIPMENT	\$ 170,992	\$	\$ 175,353	\$
VEHICLES	22,566		21,425	
LAND, BUILDING & IMPROVEMENTS	508,251		514,464	
ACCUMULATED DEPERCIATION (IN TOTAL)		238,390		273,965
Total	\$ <u>701,809</u>	\$ <u>238,390</u>	\$ <u>711,242</u>	\$ <u>273,965</u>

Statement 6 - Form 990, Part IV, Line 58 - Other Assets

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
DONATED PROPERTY INVENTORY	\$ 10,469	\$ 13,814
UTILITY DEPOSIT	30	30
PETSMART GIFT CARD	213	213
Total	\$ <u>10,712</u>	\$ <u>14,057</u>

Statement 7 - Form 990, Part IV, Line 65 - Other Liabilities

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
OTHER PAYABLES	\$ 810	\$ 400
ACCRUED LEAVE TIME PAYABLE	2,458	1,562
CURRENT PORTION OF LONG TERM DEBT	10,959	11,751
LONG TERM DEBT	213,071	201,319
LINE OF CREDIT		13,500
Total	\$ <u>227,298</u>	\$ <u>228,532</u>

Federal Statements**Statement 8 - Form 990, Part IV-A - Other Revenue Included on Financial Statements**

<u>Description</u>	<u>Amount</u>
DIRECT FUNDRAISING EXPENSES	\$ 34,559
Total	<u>\$ 34,559</u>

Statement 9 - Form 990, Part IV-B - Other Expenses included on Financial Statements

<u>Description</u>	<u>Amount</u>
DIRECT FUNDRAISING EXPENSES	\$ 34,559
Total	<u>\$ 34,559</u>

Federal Statements

74-2069592

FYE: 12/31/2007

Statement 10 - Form 990, Part V-A - List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
JANET OTT 10930 E. CRYSTAL FALLS PKWY LEANDER TX 78641	PRESIDENT	0	0	0	0
SHANDELL BURGESS 10930 E. CRYSTAL FALLS PKWY LEANDER TX 78641	VICE PRES	0	0	0	0
JULIA WHITELEY 10930 E. CRYSTAL FALLS PKWY LEANDER TX 78641	SECRETARY	0	0	0	0
H.R. STRICKLAND 10930 E. CRYSTAL FALLS PKWY LEANSER TX 78641	TREASURER	0	0	0	0
DIANE PAPPAS 10930 E. CRYSTAL FALLS PKWY LEANDER TX 78641	BOARD MEMBER	0	0	0	0
TERRI CUMBIE 10930 E. CRYSTAL FALLS PKWY LEANDER TX 78641	BOARD MEMBER	0	0	0	0
SALLIE SCOTT 10930 E. CRYSTAL FALLS PKWY LEANDER TX 78641	BOARD MEMBER	0	0	0	0
KIMBERLY BRONNER 10930 E. CRYSTAL FALLS PKWY LEANDER TX 78641	BOARD MEMBER	0	0	0	0
KIM LUTZ 10930 E. CRYSTAL FALLS PKWY LEANDER TX 78641	BOARD MEMBER	0	0	0	0

Federal Statements

Statement 10 - Form 990, Part V-A - List of Officers, Directors, Trustees, and Key Employees (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
SUSAN LANDGRAF 10930 E. CRYSTAL FALLS PKWY LEANDER TX 78641	BOARD MEMBER	0	0	0	0
VICKI JONES 10930 E CRYSTAL FALLS PKWY LEANDER TX 78641	BOARD MEMBER	0	0	0	0

Federal Statements**Statement 11 - Form 990, Part VI, Line 82b - Donated Services**

<u>Description</u>	<u>Amount</u>
VALUE OF DONATED RECEIVED	\$ 40,542
Total	\$ <u>40,542</u>

Federal Statements**Statement 12 - Form 990, Part VIII - Relationship of Activities**

<u>Line No.</u>	<u>Description</u>
93a	PROGRAM FEES INCLUDE FEES FROM ADOPTIONS, LOW COST SPAY/NEUTER CLINICS AND LOW COST WELLNESS CLINICS. THESE FEES HELP DEFRAY THE COSTS OF PROVIDING CARE FOR HOMELESS ANIMALS AND ACCOMPLISH THE ORGANIZATION'S PRIMARY GOAL OF PLACING COMPANION ANIMALS INTO LIFETIME, LOVING HOMES.
93g	THESE CONTRACTS ENABLE THE ORGANIZATION TO PROVIDE A SAFE ENVIRONMENT FOR ANIMALS IMPOUNDED BY ANIMAL CONTROL UNTIL ANIMALS ARE RECLAIMED, ADOPTED, OR HUMANELY EUTHANIZED. THE CONTRACTS EXPIRED MARCH 2007.

Federal Statements**Statement 13 - Schedule A, Part IV-A, Line 22 - Other Income**

<u>Description</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>2003</u>
OTHER INCOME	\$ 7,285	\$ 7,432	\$ 6,875	\$ 24,059
Total	<u>\$ 7,285</u>	<u>\$ 7,432</u>	<u>\$ 6,875</u>	<u>\$ 24,059</u>

BYLAWS
OF
THE HUMANE SOCIETY OF
WILLIAMSON COUNTY, INC.

As Adopted
By Its Board Of Directors On
the 22nd day of January, 2008.

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SIGNATURES.14

Deleted:

ARTICLE I
NAME, MISSION, VISION, PURPOSE, POLICY AND OFFICES

- 1.1 Name. The name of this organization is the Williamson County Humane Society. This organization is currently operating under the name Humane Society of Williamson County (HSWC) under an approved dba. HSWC is also authorized to carry the dbas: Humane Society of Central Texas and SPCA., and may petition the state for additional dbas as needed.
- 1.2 Mission. To provide innovative programs and services to eliminate pet overpopulation and to improve the lives of pets and people in Williamson County.
- 1.3 Vision. A community where every pet has a lifetime home.
- 1.4 Purpose. The purpose of the HSWC is the prevention of cruelty to animals; the relief of suffering among domestic dogs, cats and other animals as deemed necessary; the extension of humane education; and the reduction of over-breeding of domestic animals, specifically cats and dogs, primarily through public education and spay/neuter programs.
- 1.5 Policy. It is the policy of the HSWC to seek, (and to provide when possible), humane care and treatment for domestic dogs and feral and non-feral cats needing protection in Williamson County and other areas. It is the policy of the HSWC to seek suitable homes for these animals that are without owners; and to provide euthanasia only when necessary to relieve suffering. Although they are not the governing entity of the HSWC organization, while in the care of the HSWC, the disposition of any animal shall be maintained, at a minimum, by the standards prescribed by the Humane Society of the United States.
- 1.6 Non-Profit Status. HSWC is a charitable, non-profit corporation within the meaning of Section 501(c)3 of the Internal Revenue Code and chartered by the State of Texas.
- 1.7 Principle Office. The principle office of the HSWC is located at 10930 E. Crystal Falls Parkway, (also known as 3737 CR 272), Leader, Texas, Williamson County, State of Texas. The Board of Directors may establish and maintain branches and offices throughout Williamson County, Texas as they deem necessary.

ARTICLE II
MEMBERSHIP

- 2.1 Classes of Members. The HSWC shall not have Members with any voting rights or authority over the organization. HSWC may have "Memberships" for the purpose of defining a donor group in their marketing communications.

ARTICLE III
BOARD OF DIRECTORS

- 3.1 General Powers. The Board of Directors shall be the governing body of the corporation and shall, by the enactment of policy and adoption of plans and priorities, control, regulate and direct all activities, unless otherwise specifically designated by these Bylaws.

- 3.2 Conduct Business. In collaboration with the Executive Director or the highest ranking Staff Member, the Board shall conduct the business affairs of the HSWC and, in particular, will authorize the expenditure of HSWC's funds
- 3.3 Records. The Board of Directors shall keep correct books and records of accounts and will keep minutes of the proceedings of meetings of the Board and of all committees (standing or adhoc).
- 3.4 Number. The Board of Directors shall be composed of not less than three (3) or more than twenty-five (25) Directors. The Board shall have the power to appoint new Directors by majority vote. No person employed by or receiving any enumeration for services from the HSWC, (with the exception of Veterinary Services where applicable), may be a Director of HSWC. No person either charged or convicted of cruelty to animals, and no person either charged or convicted of a felony in any State in the United States may be a Director of HSWC.
- 3.5 Selection for Board Service. Applicants to the Board will be required to complete an application and to furnish verifiable and supporting references that validate their character, their interest in the HSWC mission/purpose and their ability to be a Board Member in good standing. Applicants must also meet the requirements specified in the *Board Member Requirements* document available on the HSWC website.
- 3.6 Nomination of Directors. Any Member of the Board of Directors may submit a nomination to the Nominations Committee for a new Board Member. Prior to nominating a candidate for the Board of Directors, the nominating Member shall review the current *Board Member Requirements* document available on the HSWC website to ensure their nomination meets the general qualifications.
- 3.7 Process of Acceptance and Election of Directors. The Nominations Committee Chair will make the Board aware of a Board candidate and will assist the Secretary in distributing the candidate's information, (i.e. resume, application), prior to the Board voting on the candidate's acceptance/denial to the Board. A person who meets the qualification requirements to be a Director and who has been duly nominated may be elected as Director. Prospective Directors shall be elected by a majority vote of the Board of Directors. Board Members agree to vote for candidates via email as deemed necessary
- 3.8 Non-Discrimination. The HSWC endorses the policy of nondiscrimination in regard to its leadership, committees, councils, and employment. It does not allow discriminatory or prejudicial action in written communication or oral presentation based upon race, gender, religion, ethnic origin, sexual orientation, economic status, political affiliation, or physical disability in its authorized meetings or publications.
- 3.9 Duties of Directors. Directors shall exercise sound business judgment in managing the affairs of the HSWC. Acting in their official capacity as Directors of the HSWC, Directors shall act in good faith and take actions that are not unlawful, and that they reasonably believe to be in the best interest of the HSWC. In all other instances, the Board of Directors shall

not take any action that they should reasonably believe would be opposed to the HSWC's best interests or would be unlawful. A Director shall not be liable if, in the exercise of ordinary care, he acts in good faith

- 3.10 Member in Good Standing To be a Board Member in good standing, a Member must (a) attend 75% of the regular and special scheduled Board meetings; (b) not be absent from 3 consecutive Board meetings without prior notification for special circumstances [see 3.11]; (c) be up-to-date on their Annual Board Advocacy Fund, [see 3.16], (d) be actively leading or participating in a Board committee, (e) log a verifiable minimum of 60 hours/year of volunteer time with HSWC, including, but not limited to, the monthly Board meetings.
- 3.11 Attendance Requirements If any Member of the HSWC Board of Directors shall be absent from (3) three regular Board meetings within a 12-month period, without being excused by formal notification via email or telephone 24-hours prior to a meeting, that Board Member shall be deemed to have resigned from the office without further notice.
- 3.12 Terms. A Board term is for three years. Board Members in good standing, [see 3.10], are eligible for a second three-year term if duly elected by the Board. If a Board Member is elected to fill the uncompleted term of a Member who has resigned, upon completing that term, the Board Member is eligible to apply for two, full consecutive terms. No Member can serve more than one uncompleted term plus two full, consecutive terms. After serving the maximum consecutive terms, a person must wait at least one year before re-applying to become a Board Member.
- 3.13 Annual Board Elections. Annual Board elections shall be conducted each January, and annual terms will run from the January election date through the following January election date. Only Board Members seeking to start a second 3-year term need be voted upon at January elections.
- 3.14 Voting. Each Member in good standing shall be entitled to one vote on each matter submitted to a vote of the Members. Board Members may abstain from voting on a matter if it is a potential conflict of interest or if they so choose for another reason. Should any vote result in a tie after all Directors, (who have not chosen to abstain from voting, are present and/or have submitted a vote via email when permitted), have voted, the President shall have the authority to be the "tie breaker".
- 3.15 Proxies A Director may not vote by proxy, [defined here as an actual representative sent specifically to cast the vote of the absent person], and any such vote is specifically prohibited.
- 3.16 Voting in Absentia. The Board of Directors of HSWC shall vote via in-person attendance, with the exception of Board Member candidate approvals and other specific circumstances defined by the Board President. Electronic and teleconference voting may be allowed under special circumstances that will be communicated to the Board via the Secretary.
- 3.17 Board Advocacy Fund. The Board of Directors shall have an annual Board Advocacy Fund, requiring each Board Member to donate an established (minimum) annual fund in cash or in

critical, pre-established, in-kind materials. In-kind materials will only be counted towards the Member's Advocacy Fund if those materials would otherwise be purchased with HSWC funds. General in-kind donations that would not necessarily otherwise be purchased by HSWC will not count towards a Member's Annual Board Advocacy Fund. Any cash donated in the Board Member's name, (i.e. memorial, gift), or donated by the Board Member's employer as a company match, will count towards the Board Member's Annual Advocacy Fund. When this occurs, the Board Member must alert the Treasurer and help track the donation for proper credit. Board Members may establish annual payment schedules with the Board Treasurer if so desired or necessary. The Annual Board Advocacy Fund amount will be voted upon at the annual January Board meeting.

- 3.18 Vacancies. Any vacancy occurring within the Board of Directors shall be filled by the standard nominating process, unless the vacancy is an Executive Officer, in which case the vacancy must be filled by a current Board Member. A Director appointed to fill a vacancy shall be elected for the unexpired term of the predecessor.
- 3.19 Notice for Regular Meetings. Notice of all meetings of the Board of Directors shall be given at least 48 hours prior thereto by written or oral notice delivered by email notification or by telephone to each Director. Board Members are responsible for ensuring the Secretary has their updated contact information at all times.
- 3.20 Meeting Conduct. HSWC shall adhere to and follow *Roberts Rules of Order* to conduct all meetings.
- 3.21 Regular Meetings. The Board of Directors may provide for regular meetings stating the time and place of such meetings. The meetings may be held either inside or outside Williamson County, Texas as deemed necessary by the Board President. The HSWC Board shall conduct a minimum of four (4) meetings within one year, specifically on a quarterly basis.
- 3.22 Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the President or by any three Directors. The person or persons calling the special meeting of the Board may fix the place and time for the meeting and shall notify the Secretary of the information required, so the Secretary can provide proper notice. Notice of the Special Meeting shall be delivered to all Directors by email or by telephone not less than 48 hours prior to the meeting date. The notice shall state the place, day and time of the Special Meeting, who called the meeting, and the purpose(s) for which the meeting is called.
- 3.23 Executive Committee Meetings. The Officers of the corporation shall comprise the Executive Committee. The Executive Committee may meet between regular meetings of the Board of Directors, at such time as may be determined by the President. The Executive Committee shall exercise all powers of the Board of Directors not expressly reserved or restricted in these Bylaws.
- 3.24 Quorum. A majority of the Board shall constitute a quorum. In the case where the Board has an even number of Members, one more than half of the total number of Board Members must be present to constitute a quorum, (i.e. if the Board has 10 Members, then 6 Members are required to be present to constitute a quorum). Except as otherwise prescribed

in these Bylaws, all decisions shall be by majority vote of those present and authorized (i.e. in good standing), to vote. The meeting may still occur without a quorum, however, no action may be approved without the vote of at least a majority of Directors. If a quorum is not present, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice.

- 3.25 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum [see 3.22] is present shall be the act of the Board of Directors, unless otherwise required by law or by these Bylaws.
- 3.26 Informal Action by Directors. Any action required by law to be taken by the Directors may be taken without a formal meeting, if the action so taken shall be ratified by a majority of the Directors at the next meeting.
- 3.27 Compensation and Reimbursement. Directors and Members of committees shall be classified as volunteers and shall not receive any salaries or fees for their services, but may be reimbursed for approved expenses incurred in fulfilling their duties.
- 3.28 Removal of Directors. Any of the Directors or Officers in the organization may, at any time, be removed from office by a 2/3 vote of the Board of Directors, present at a meeting called for that purpose after at least (10) ten days previous notice, written or oral, to each Member of the Board of Directors.
- 3.29 Resignation. Any Director may resign by providing written notice of resignation to the President or Secretary. Acceptance of Board Member resignations do not require a vote of approval, but shall be announced and added to the minutes of the following regularly scheduled Board meeting. Any Board Member resigning must re-complete the full Board Application process in order to be re-considered for Board membership.

ARTICLE IV OFFICERS & EXECUTIVE COMMITTEE

- 4.1 Officers. The Officers of the HSWC shall be President, Vice-President, Secretary and Treasurer. No two offices may be held by the same person at the same time. If no Member accepts the nomination for an Officer position or if a current Officer resigns, the Board may appoint an interim Officer to act in that position until a formal election process can take place.
- 4.2 Terms. The Officer term is for one year. Board Members in good standing, [see 3.10], are eligible for (2) additional consecutive one year terms if duly elected by the Board. If a Board Member is elected to fill the uncompleted term of an Officer who has resigned, upon completing that term, the Board Member is still only eligible to apply for (2) two full consecutive terms. No Member can serve more than one uncompleted term plus two full, consecutive terms. After serving the maximum consecutive terms, a person must wait at least one year before re-applying to fill the same Officer position. The consecutive terms only apply to the same Officer position. A Member may be elected to a different Officer position and the consecutive terms start over.

- 4.3 Election The Officers of the HSWC shall be nominated and elected by the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Annual Officer elections shall be conducted each January, at the same time as the Board Member elections, and annual terms will run from the January election date through the following January election date. Nominations for Officer elections will begin at least 30 days prior to the annual elections and should be managed by the Nominations Committee Chair, if said Committee Chair exists.
- 4.4 Removal. Any Officer elected or appointed by the Board of Directors may be removed by a 2/3 vote of the Board of Directors whenever, in its judgment, the best interest of the HSWC would be served thereby. A meeting called for the purpose of a Member removal shall be held after at least (10) ten days previous notice, written or oral, to each Member of the Board of Directors.
- 4.5 Resignation. Any Officer may resign by providing written notice of resignation to the President or Secretary. An Officer may not resign from the Officer position and still remain as a Board Member. Acceptance of Officer resignations do not require a vote of approval, but shall be announced and added to the minutes of the following regularly scheduled Board meeting.
- 4.6 Vacancies A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
- 4.7 President The President shall be the principal executive Officer of the HSWC and shall preside at all meetings of the Board. The President may sign any deeds, mortgages, bonds, contracts, checks, or other instruments that the Board has authorized to be executed. The President is responsible for managing investments to ensure the best return for each investment. The President, with the counsel of the Board and the final approval of the Executive Committee, shall supervise the Executive Director, or the next highest ranking Staff member, and may act as temporary Executive Director as necessary. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President, with the counsel of the Board, has the ultimate authority to hire and fire the Executive Director or the next highest ranking Staff member, if the Board cannot reach consensus on a candidate.
- 4.8 Vice President In the absence of the President or in the event of their inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting, shall have all of the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as may be assigned by the President or the Board.
- 4.9 Treasurer. The Treasurer shall coordinate the accounts receivable and payable efforts of the HSWC with the Executive Director or with the next highest ranking Staff member. The Treasurer shall submit generally accepted financial statements, (i.e. a report of income and expenditures/liabilities and assets), a minimum of quarterly— and preferably monthly— to the Board, via email. The Treasurer shall also coordinate the investments at the direction of the President and serve as Chair of the Financial Committee, responsible for budget planning. The Treasurer is authorized to sign checks for any approved budget item or any other item up to \$5000 before seeking Board approval. Any other expenditure outside of the approved budget

must have two authorized signatures and will follow all policies and procedures of the HSWC Treasurer's position.

- 4 10 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books or files provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; assist the President in preparation of the agenda for the meetings, keep a register of the address of each Member of the Board of Directors, which shall be furnished to the Secretary by said Members, and in general, perform all duties incident to the Office of Secretary, including safe keeping of all corporate documents and records of the HSWC; update all filings with the Secretary of State, and such other duties as from time to time may be assigned by the President or the Board.
- 4 11 Executive Committee. The Executive Committee shall be comprised of the President, Vice President, Treasurer and Secretary.
- 4 12 Management Officer. The Executive Director, or next highest ranking Staff member is not a member of the Board of Directors but will be required to attend Board meetings and provide reports as requested by the President and/or Directors. The Management Officer will not have a vote and will not count as a Member when establishing a quorum. The Board reserves the right to meet without the attendance of the Executive Director or next highest ranking Staff member, when/where necessary.

ARTICLE V COMMITTEES

- 5.1 Standing Committees. 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 at least Director. The committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the HSWC. 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 HSWC, authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the HSWC; authorizing the voluntary dissolution of the HSWC or revoking proceedings therefore, adopting a plan for the distribution of the assets of the HSWC, 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. The designation and appointment of any such committee, and the delegation thereto of authority, shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law. The following shall be the standing committees of the HSWC:
- a. The Executive Committee, as described in Article 4.11 of the Bylaws;
 - b. The Finance Committee, which shall be chaired by the Treasurer and shall handle issues of the budget, compensation, and audit;
 - c. The Nominations Committee, which shall be chaired by a Director and shall

develop and implement strategies to recruit, interview and nominate potential Members to the Board of Directors,

- d. The Marketing Committee, which shall be chaired by a Director and shall develop advertising and marketing materials for HSWC events and programs and manage public relations;
 - e. The Facilities Committee, which shall be chaired by a Director and shall ensure that the shelter grounds and facilities of the HSWC are maintained and improved in accordance with the established budget and in a safe and efficient manner.
 - f. The Strategic Planning Committee, which shall be chaired by a Director and shall focus on the 3- 5 year business and strategic plans of the HSWC, in regard to property, buildings, programs and any other future endeavors
 - g. The Development Committee, which shall be chaired by a Director and shall develop and implement strategies to achieve annual fundraising goals, apply for grants, seek and develop donor relationships, and establish other long term funding programs
- 5.2 Other Committees. A majority of the Board of Directors may, from time to time, appoint other standing or special committees and Chairs thereof, as may be necessary or beneficial to carry out the purpose of the HSWC.
- 5.3 Vacancies Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments, however, each Committee must be chaired by a current Board Member
- 5.4 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole 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.
- 5.5 Rules. Each committee may adopt rules for its own operation not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

- 6.1 Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the HSWC, 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 HSWC. Such authority may be general or confined to specific instances.
- 6.2 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 HSWC shall be signed by such Officer or Officer's agent or agents of the HSWC and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or the Vice President of the HSWC.

- 6.3 Deposits. All funds of the HSWC shall be deposited from time to time to the credit of the HSWC in such banks, trust companies, or other depositaries as the Board of Directors may select.
- 6.4 Gifts. The Board of Directors may accept, on behalf of the HSWC, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the HSWC. If necessary, the final transfer of a gift, (i.e. real estate, vehicles, etc.), shall be approved by a majority of the Board.

ARTICLE VII BOOKS AND RECORDS

- 7.1 Books and Records. The HSWC shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.
- 7.2 Inspection and Copying. Any Director or Officer of the HSWC may inspect and receive copies of all books and records of the HSWC, required to be kept, by these Bylaws. Such persons may inspect and receive copies if the person has a proper purpose related to the person's interest in the HSWC and if the person submits a request in writing. Any other person entitled to inspect and copy HSWC's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect HSWC's books and records may do so at a reasonable time no later than 30 working days after HSWC's receipt of proper written request. The Board of Directors may establish reasonable fees for copying the HSWC's books and records. The fees may cover the cost of materials and labor. The HSWC shall provide requested copies of books or records no later than 30 business days after the HSWC's receipt of proper written request.

ARTICLE VIII FISCAL YEAR

- 8.1 Fiscal Year. The fiscal year of the HSWC shall be January 1 to December 31.

ARTICLE IX INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

- 9.1 Indemnification of Directors and Officers. To the fullest extent permitted by the laws of the State of Texas, including future amendments to those laws, the HSWC shall indemnify and hold harmless each Director and Officer of the HSWC against any and all claims, liabilities, and expenses, (including attorneys' fees, judgments, fines, and amounts paid in settlement), actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or

proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to:

- a. any breach of such person's duty of loyalty to the HSWC or its Members, any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his conduct was unlawful, or
- b. any transaction from which such person derived any improper personal benefit

9.2 Determination of Entitlement of Directors and Officers to Indemnification The decision concerning whether a Director or Officer seeking indemnification has satisfied the provisions of Section 9.1 shall be made by the Board of Directors by a majority vote of a quorum consisting of the Directors who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity, (disinterested Directors), whether or not such majority constitutes a quorum; or if there are no disinterested Directors, or if the disinterested Directors so direct, by independent legal counsel in a written opinion

9.3 Indemnification of employees and agents The Board of Directors may, in such cases as in its complete discretion it deems appropriate, indemnify and hold harmless employees and agents of the HSWC, and persons who formerly held such positions, against any or all claims and liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with such position.

ARTICLE X AMENDMENTS TO BYLAWS

10.1 Amendments of Bylaws. These Bylaws may be amended by proposed amendments submitted by a Member or Members of the Board of Directors or by petition by 1/3 of the Directors of the Board. All proposed amendments to the Bylaws must be submitted to all Directors of the Board at least 14 days prior to the meeting of the Board at which they are to be considered. A majority vote of the entire Board of Directors shall be required to implement a Bylaw change.

ARTICLE XI CONFLICTS OF INTEREST, NEPOTISM AND CONFIDENTIALITY

11.1 Conflicts of Interest The HSWC shall not make any loan to a Director or Officer of the corporation. A Director, Officer, or committee Member of the HSWC may lend money to, and otherwise transact business with, the HSWC except as otherwise prohibited by the Bylaws, Articles of Incorporation and all applicable laws. Such a person transacting business with the HSWC has the same rights and obligations relating to those matters as other persons transacting business with the HSWC. The HSWC shall not borrow money from or otherwise transact business with a Director, Officer or committee Member of the HSWC

unless the transaction is described fully in a legally binding instrument, is in the best interest of the HSWC, and is within the bounds of full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any board Member having a personal interest in the transaction. No part of the gross or net earnings of the HSWC shall be used to the benefit of, or be distributed to, its' Directors, Officers, or private persons, except where the HSWC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

- 11.2 Nepotism. THE HSWC shall not engage in any transaction, whether through hiring practices or other business transactions, where the action will benefit a family member, friend, colleague or other party related to any Board Member of the corporation. Exceptions can be made with the full approval of the Board, where such agreements benefit the HSWC
- 11.3 Confidentiality. The Board of Directors of the HSWC is the sole body assigned to designate the decisions and operations of the corporation. At no time should a Board Member or Officer of the HSWC disclose information about HSWC or its activities to any person or entity unless such information is already a matter of public knowledge or records, such person or entity has a need to know, or the disclosure of such information is in furtherance of the HSWC's purposes or can reasonably be expected to benefit the HSWC. Directors shall use discretion and good business judgment in discussing the affairs of the HSWC with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purpose and functions of the HSWC, but shall not disclose any financial information regarding the HSWC, including but not limited to accounts on deposit in financial institutions.

ARTICLE XII

MISCELLANEOUS PROVISIONS

- 12.1 Legal Authorities Governing Construction of Bylaws. These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.
- 12.2 Legal Construction. If any Bylaw provision is held to be invalid, illegal, unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, and/or unenforceable provisions had not been included in the Bylaws.
- 12.3 Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.
- 12.4 Gender. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neutral gender, all singular words shall include the plural, and all plural words shall include the singular.
- 12.5 Power of Attorney. A person may execute any instrument related to the HSWC by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the HSWC to be kept with the HSWC documents and records.

ARTICLE XIII
DISSOLUTION

- 13.1 Dissolution. In the event of the dissolution of the HSWC for any reason whatsoever, the last official act of the then-current Board shall be to determine the disposition of all remaining funds and property, whether real or personal, remaining after payment of all debts to an animal welfare organization that is qualified for exemption under Sec 501(c)(3) Internal Revenue Code, as amended.

SECRETARY
DATE _____

PRESIDENT
DATE _____