Form **990-EZ**

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)

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990 All other organizations with gross receipts less than $500,000 and total assets less than $1,250,000 at the end of the year may use this form

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

OMB No 1545-1150

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning , and ending

B Check if applicable
- [ ] Address change
- [ ] Name change
- [ ] Initial return
- [ ] Terminated
- [ ] Amended return
- [ ] Application pending

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

C Name of organization: HOUSTON PETSET

Number and street (or P O box, if mail is not delivered to street address): c/o 1302 WAUGH DRIVE — Room/suite: 825

City, town, or country: HOUSTON — State: TX — ZIP + 4: 77019

D Employer identification number 20-0800623

E Telephone number (713) 552-9475

F Group Exemption Number ▶

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

G Accounting Method. [X] Cash [ ] Accrual Other (specify) ▶

H Check ▶ [ ] if the organization is **not** required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

I Website: ▶ www.houstonpetset org

J Tax-exempt status (check only one)— [X] 501(c) (3) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

K Check ▶ [ ] if the organization is not a section 509(a)(3) supporting organization **and** its gross receipts are normally **not** more than $25,000 A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if $500,000 or more, file Form 990 instead of Form 990-EZ ▶ $ 153,060

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

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Revenue	1	Contributions, gifts, grants, and similar amounts received		1	32,064
	2	Program service revenue including government fees and contracts		2	
	3	Membership dues and assessments		3	
	4	Investment income		4	415
	5a	Gross amount from sale of assets other than inventory	5a 0		
	b	Less: cost or other basis and sales expenses	5b 0		
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)		5c	0
	6	Special events and activities (complete applicable parts of Schedule G) If any amount is from gaming, check here ▶ [ ]			
	a	Gross revenue (not including $ 0 of contributions reported on line 1)	6a 120,581		
	b	Less: direct expenses other than fundraising expenses	6b 46,416		
	c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)		6c	74,165
	7a	Gross sales of inventory, less returns and allowances	7a		
	b	Less. cost of goods sold	7b		
	c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)		7c	0
	8	Other revenue (describe ▶)		8	0
	9	**Total revenue.** Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8 ▶		9	106,644
Expenses	10	Grants and similar amounts paid (attach schedule)		10	81,110
	11	Benefits paid to or for members		11	
	12	Salaries, other compensation, and employee benefits		12	
	13	Professional fees and other payments to independent contractors		13	4,160
	14	Occupancy, rent, utilities, and maintenance		14	
	15	Printing, publications, postage, and shipping		15	336
	16	Other expenses (describe ▶ See Attached Statement)		16	4,627
	17	**Total expenses.** Add lines 10 through 16 ▶		17	90,233
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)		18	16,411
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)		19	101,562
	20	Other changes in net assets or fund balances (attach explanation)		20	0
	21	Net assets or fund balances at end of year. Combine lines 18 through 20 ▶		21	117,973

Part II Balance Sheets. If Total assets on line 25, column (B) are $1,250,000 or more, file Form 990 instead of Form 990-EZ

(See the instructions for Part II.)	(A) Beginning of year		(B) End of year
22 Cash, savings, and investments	101,487	22	117,973
23 Land and buildings	0	23	0
24 Other assets (describe ▶ ORGANIZATONAL COSTS)	75	24	0
25 **Total assets**	101,562	25	117,973
26 **Total liabilities** (describe ▶)	0	26	0
27 **Net assets or fund balances** (line 27 of column (B) **must** agree with line 21)	101,562	27	117,973

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.
(HTA)

Form **990-EZ** (2009)

SCANNED JUL 21 2010

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

What is the organization's primary exempt purpose? SEE GENERAL EXPLANATION ATTACHED

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

Expenses (Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others.)

28	HOUSTON PETSET HAS MADE A SIGNIFICANT DIFFERENCE IN THE LIVES OF ABANDONED, UNWANTED AND ABUSED ANIMALS THROUGH EDUCATION & PROMOTION OF A VARIETY OF ANIMAL WELFARE ISSUES (Grants $ 81,110) If this amount includes foreign grants, check here . . . ▶ ☐	28a	81,110
29	(Grants $ 0) If this amount includes foreign grants, check here . . . ▶ ☐	29a	0
30	(Grants $ 0) If this amount includes foreign grants, check here . . . ▶ ☐	30a	0
31	Other program services (attach schedule) (Grants $ 0) If this amount includes foreign grants, check here . . . ▶ ☐	31a	0
32	**Total program service expenses.** (add lines 28a through 31a) ▶	32	81,110

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated. (See the instructions for Part IV.)

(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	(e) Expense account and other allowances
CINDY GRIFFIN 5407 BLOSSOM ST HOUSTON TX 77007	Title PRESIDENT Hr/WK 10.00	0	0	0
ROBIN REIMER 4009 MEADOW LAKE HOUSTON TX 77027	Title V. PRES. Hr/WK 5.00	0	0	0
REBECCA MCELROY 3616 RICHMOND #1616 HOUSTON TX 77046	Title SEC'Y/TREASURER Hr/WK 15.00	0	0	0
	Title Hr/WK .00	0	0	0
	Title Hr/WK .00	0	0	0
	Title Hr/WK .00	0	0	0
	Title Hr/WK .00	0	0	0
	Title Hr/WK .00	0	0	0
	Title Hr/WK .00	0	0	0
	Title Hr/WK .00	0	0	0
	Title Hr/WK .00	0	0	0
	Title Hr/WK .00	0	0	0
	Title Hr/WK .00	0	0	0
	Title Hr/WK .00	0	0	0
	Title Hr/WK .00	0	0	0
	Title Hr/WK .00	0	0	0
	Title Hr/WK .00	0	0	0
	Title Hr/WK .00	0	0	0

Part V Other Information (Note the statement requirements in the instructions for Part V.)

			Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33		X
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	34	X	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.			
a	Did the organization have unrelated business gross income of $1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	35a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	35b		
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N	36		X
37 a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0			
b	Did the organization file **Form 1120-POL** for this year?	37b		X
38 a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?	38a		X
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b 0			
39	Section 501(c)(7) organizations. Enter:			
a	Initiation fees and capital contributions included on line 9 39a			
b	Gross receipts, included on line 9, for public use of club facilities 39b			
40 a	Section 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	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40b		X
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0			
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c 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? If "Yes," complete Form 8886-T.	40e		X

41 List the states with which a copy of this return is filed. ▶

42 a The organization's books are in care of ▶ REBECCA MCELROY Telephone no. ▶ (832) 594-0427

Located at ▶ 3616 RICHMOND #1616 City HOUSTON ST TX ZIP + 4 ▶ 77046

			Yes	No
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)?	42b		X
	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.**			
c	At any time during the calendar year, did the organization maintain an office outside of the U S.?	42c		X
	If "Yes," enter the name of the foreign country: ▶			

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 N/A

			Yes	No
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44		X
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45		X

Part VI **Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46–49b and complete the tables for lines 50 and 51.

			Yes	No
46	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I.	46		X
47	Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II.	47		X
48	Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48		X
49 a	Did the organization make any transfers to an exempt non-charitable related organization?	49a		X
b	If "Yes," was the related organization a section 527 organization?	49b		X

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than $100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than $100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Name None Str City ST ZIP	Title Hr/WK .00	0	0	0
Name Str City ST ZIP	Title Hr/WK .00	0	0	0
Name Str City ST ZIP	Title Hr/WK .00	0	0	0
Name Str City ST ZIP	Title Hr/WK .00	0	0	0
Name Str City ST ZIP	Title Hr/WK .00	0	0	0

f Total number of other employees paid over $100,000 ▶

51 Complete this table for the organization's five highest compensated independent contractors who each received more than $100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than $100,000	(b) Type of service	(c) Compensation
Name None Str City ST ZIP	-	
Name Str City ST ZIP		
Name Str City ST ZIP		
Name Str City ST ZIP		
Name Str City ST ZIP		

d Total number of other independent contractors each receiving over $100,000 ▶

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

▶ Rebecca McElroy, CPA — 5/17/2010
Signature of officer — Date

▶ REBECCA MCELROY — TREASURER
Type or print name and title

Paid Preparer's Use Only			
Preparer's signature ▶	Date	Check if self-employed ▶ ☐	Preparer's identifying number (See instructions)
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶		EIN ▶	
		Phone no ▶	

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☐ Yes ☐ No

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization	Employer identification number
HOUSTON PETSET	20-0800623

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state:

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☒ 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 exempt 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).** (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I   b ☐ Type II   c ☐ Type III–Functionally integrated   d ☐ Type III–Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box . . . ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

			Yes	No
(i)	A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii)	A family member of a person described in (i) above?	11g(ii)		
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document? Yes	No	(v) Did you notify the organization in col (i) of your support? Yes	No	(vi) Is the organization in col (i) organized in the U S ? Yes	No	(vii) Amount of support
									0
									0
									0
									0
									0
Total									0

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						0
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 **Total.** Add lines 1 through 3	0	0	0	0	0	0
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4.						0

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	0	0	0	0	0	0
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0
11 **Total support.** Add lines 7 through 10						0

12 Gross receipts from related activities, etc. (see instructions) . . . 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** . . . ► ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)) . . . 14 0 00%

15 Public support percentage from 2008 Schedule A, Part II, line 14 . . . 15 0 00%

16a **33 1/3% support test–2009.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . ► ☐

b **33 1/3% support test–2008.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . ► ☐

17a **10%-facts-and-circumstances test–2009.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . ► ☐

b **10%-facts-and-circumstances test–2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a ,or 17b, check this box and see instructions . . ► ☐

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	74,668	100,283	107,478	53,706	32,064	368,199
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose				55,855	120,581	176,436
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 **Total.** Add lines 1 through 5	74,668	100,283	107,478	109,561	152,645	544,635
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b	0	0	0	0	0	0
8 **Public support** (Subtract line 7c from line 6.)						544,635

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6	74,668	100,283	107,478	109,561	152,645	544,635
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources		331	1,142	2,520	415	4,408
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	0	331	1,142	2,520	415	4,408
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0
13 **Total support.** (Add lines 9, 10c, 11, and 12.)	74,668	100,614	108,620	112,081	153,060	549,043

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ [X]

Section C. Computation of Public Support Percentage

15	Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	0.00%
16	Public support percentage from 2008 Schedule A, Part III, line 15	16	0.00%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2009** (line 10c, column (f) divided by line 13, column (f))	17	0.00%
18	Investment income percentage from **2008** Schedule A, Part III, line 17	18	0 00%

19a **33 1/3% support tests–2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ [ ]

b **33 1/3% support tests–2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ [ ]

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ [ ]

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b, and Part III, line 12 Provide any other additional information See instructions.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047
2009
Open To Public Inspection

Name of the organization: HOUSTON PETSET
Employer identification number: 20-0800623

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a ☐ Mail solicitations
- b ☐ Internet and email solicitations
- c ☐ Phone solicitations
- d ☐ In-person solicitations
- e ☐ Solicitation of non-government grants
- f ☐ Solicitation of government grants
- g ☐ Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization.

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
				0	0	0
				0	0	0
				0	0	0
				0	0	0
				0	0	0
				0	0	0
				0	0	0
				0	0	0
				0	0	0
				0	0	0
Total ▶				0	0	0

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than $5,000.

		(a) Event #1 2009 SOIREE (event type)	(b) Event #2 (event type)	(c) Other events NONE (total number)	(d) Total events (add col. (a) through col (c))
Revenue	1 Gross receipts	120,581	0	0	120,581
	2 Less. Charitable contributions	0	0	0	0
	3 Gross income (line 1 minus line 2)	120,581	0	0	120,581
Direct Expenses	4 Cash prizes	0	0	0	0
	5 Noncash prizes	0	0	0	0
	6 Rent/facility costs	36,300	0	0	36,300
	7 Food and beverages	0	0	0	0
	8 Entertainment	2,832	0	0	2,832
	9 Other direct expenses	7,284	0	0	7,284
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				(46,416)
	11 Net income summary. Combine line 3, column (d), and line 10 ▶				74,165

Part III **Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				0
Direct Expenses	2 Cash prizes				0
	3 Noncash prizes				0
	4 Rent/facility costs				0
	5 Other direct expenses				0
	6 Volunteer labor	☐ Yes ____% ☐ No	☐ Yes ____% ☐ No	☐ Yes ____% ☐ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) ▶				(0)
	8 Net gaming income summary. Combine line 1, column d, and line 7 ▶				0

		Yes	No
9 Enter the state(s) in which the organization operates gaming activities: ____________			
a Is the organization licensed to operate gaming activities in each of these states?	9a		
b If "No," explain: ____________			
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a		
b If "Yes," explain ____________			
11 Does the organization operate gaming activities with nonmembers?	11		
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12		

			Yes	No
13 Indicate the percentage of gaming activity operated in:				
a The organization's facility	13a	%		
b An outside facility	13b	%		
14 Enter the name and address of the person who prepares the organization's gaming/special events books and records: Name ▶ Address ▶				
15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?		15a		
b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ ____________ and the amount of gaming revenue retained by the third party ▶ $ ____________.				
c If "Yes," enter name and address of the third party. Name ▶ Address ▶				
16 Gaming manager information: Name ▶ Gaming manager compensation ▶ $ 0 Description of services provided ▶ ☐ Director/officer ☐ Employee ☐ Independent contractor				
17 Mandatory distributions:				
a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?		17a		
b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $				

Explanations (990-EZ)

Reasonable Cause

1
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4
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General Explanation

	Part	Line	Explanation
1	III		ORGANIZATION'S PRIMARY EXEMPT PURPOSE
2			
3			HOUSTON PETSET'S PRIMARY PURPOSE IS EDUCATING AND PROMOTING PUBLIC
4			AWARENESS AND INTEREST IN ANIMAL WELFARE, PROMOTING COMMITMENT AND RESPECT
5			FOR ALL ANIMALS AND PROTECTING THEM FROM SUFFERING AND ABUSE.
6			
7			
8			
9			
10			

Part I, Line 10 (990-EZ) - Grants and Similar Amounts Paid

	Class of activity	Grantee's name	Check (X) if grantee is a business	Address	City	State	Zip code	Foreign Country
1	GRANTS PAID	HOUSTON AREA DOBERMAN	X	5925 KIRBY, STE E #755	HOUSTON	TX	77005	
2	GRANTS PAID	SPAY-NEUTER ASSISTANCE	X	401 STUDEWOOD, STE 350	HOUSTON	TX	77007	
3	GRANTS PAID	GOLDEN BEGINNINGS GOLD	X	15010 WAYBRIDGE DRIVE	HOUSTON	TX	77062	
4	GRANTS PAID	CITIZENS FOR ANIMAL PROT	X	11925 KATY FREEWAY	HOUSTON	TX	77079	
5	GRANTS PAID	SCOUT'S HONOR RESCUE	X	1302 WAUGH DR, PMB #245	HOUSTON	TX	77019	
6	GRANTS PAID	MONTGOMERY COUNTY SPA	X	8535 HIGHWAY 242	CONROE	TX	77385	
7	GRANTS PAID	RED COLLAR RESCUE INC	X	1000 MAIN STREET, STE 2400	HOUSTON	TX	77002	
8	GRANTS PAID	BOSTON TERRIER RESCUE C	X	25318 OAKHURST DR	THE WOODLANDS	TX	77386	
9	GRANTS PAID	RESCUE BANK	X	6363 WOODWAY, STE 975	HOUSTON	TX	77057	
10	GRANTS PAID	HOUSTON HUMANE SOCIETY	X	14700 ALMEDA RD	HOUSTON	TX	77053	
11	GRANTS PAID	HOMELESS & ORPHANED PE	X	P.O. BOX 273331	HOUSTON	TX	77277	
12	GRANTS PAID	LUCKY LEASH RESCUE	X	P.O. BOX 19581	HOUSTON	TX	77224	
13	GRANTS PAID	FRIENDS OF BARC INC	X	P.O. BOX 70315	HOUSTON	TX	77270	
14	GRANTS PAID	PUP SQUAD ANIMAL RESCUE	X	11601 SHADOW CREEK PKWY	PEARLAND	TX	77584	
15	GRANTS PAID	HOUSTON BOXER RESCUE	X	P.O. BOX 541712	HOUSTON	TX	77254	
16	GRANTS PAID	PAWS ANIMAL RESCUE INC	X	P.O. BOX 816	ALVIN	TX	77512	
17	GRANTS PAID	FRIENDS FOR LIFE	X	P.O. BOX 70575	HOUSTON	TX	77270	
18	GRANTS PAID	INTERFAITH MINISTRIES OF (	X	3217 MONTROSE BLVD	HOUSTON	TX	77006	
19	GRANTS PAID	BUSTER'S FRIENDS INC	X	4734 BRIARBEND	HOUSTON	TX	77035	
20	GRANTS PAID	CRIME STOPPERS OF HOUST	X	P O. BOX 541654	HOUSTON	TX	77254	

Amount of cash grant	Relationship	Description of the property	Purpose of payment to affiliate	Book value	How book value determined	Fair market value	Method used to determine FMV	Date received
81,110				0		0		
1,000	NONE	CASH	FOR FOOD, MEDICATION,					6/15/2009
10,000	NONE	CASH	FOR FOOD, MEDICATION,					7/6/2009
3,000	NONE	CASH	FOR FOOD, MEDICATION,					7/6/2009
5,000	NONE	CASH	FOR FOOD, MEDICATION,					7/6/2009
6,000	NONE	CASH	FOR FOOD, MEDICATION,					7/6/2009
5,000	NONE	CASH	FOR FOOD, MEDICATION,					7/6/2009
3,000	NONE	CASH	FOR FOOD, MEDICATION,					7/6/2009
3,000	NONE	CASH	PAYMENTS FOR FOOD & S					7/6/2009
2,000	NONE	CASH	FOR FOOD, MEDICATION,					7/6/2009
5,000	NONE	CASH	PAYMENTS FOR SUPPOR					7/6/2009
3,000	NONE	CASH	FOR FOOD, MEDICATION,					7/6/2009
3,000	NONE	CASH	FOR FOOD, MEDICATION,					7/6/2009
2,000	NONE	CASH	FOR FOOD, MEDICATION,					7/6/2009
3,000	NONE	CASH	FOR FOOD, MEDICATION,					7/6/2009
1,000	NONE	CASH	FOR FOOD, MEDICATION,					7/6/2009
2,500	NONE	CASH	FOR FOOD, MEDICATION,					7/6/2009
5,000	NONE	CASH	FOR FOOD, MEDICATION,					7/6/2009
3,000	NONE	CASH	FOR FOOD, MEDICATION,					7/6/2009
5,000	NONE	CASH	FOR FOOD, MEDICATION,					11/30/2009
10,610	NONE	CASH	ANTI DOG FIGHTING CAM					2/11/2009

Part I, Line 16 (990-EZ) - Other Expenses

			4,627
1	Travel	1	
2	Meals and entertainment	2	
3	Fundraising	3	
4	Amortization	4	0
5	Conferences, conventions, and meetings	5	
6	Depreciation	6	0
7	Depletion	7	
8	Equipment rental and maintenance	8	
9	Interest	9	
10	Supplies	10	916
11	Telephone	11	
12	Unrelated business income taxes	12	0
13	AMORTIZATION	13	75
14	BANK FEES	14	254
15	CREDIT CARD MERCHANT FEES	15	1,511
16	BOOKS AND SUBSCRIPTIONS	16	345
17	TELECOMMUNICATIONS	17	144
18	INSURANCE	18	1,240
19	STORAGE RENTAL	19	142
20		20	
21		21	
22		22	
23		23	
24		24	
25		25	
26		26	
27		27	
28		28	

Part II, Line 24 (990-EZ) - Other Assets

	Description	Beginning 75	End 0
1	ORGANIZATIONAL COSTS	75	0
2			
3			
4			
5			
6			
7			
8			
9			
10			

AMENDED AND RESTATED

BYLAWS OF

HOUSTON PETSET

a Texas Non-Profit Corporation

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AMENDED AND RESTATED

BYLAWS

OF

HOUSTON PETSET

a Texas Non-Profit Corporation

ARTICLE I

OFFICES

Section 1.01. Name of Corporation. The name of the corporation shall be Houston PetSet (the "Corporation").

Section 1.02. Principal Office. The principal office of the Corporation in the State of Texas shall be located in the City of Houston, County of Harris. The Corporation may have such other offices, either within or without the State of Texas, as the Corporation's board of directors ("Board of Directors") may determine or as the affairs of the Corporation may require from time to time.

Section 1.03. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office and may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

PURPOSE

Section 2.01. Organizational Purposes. The Corporation is organized exclusively for charitable, scientific, educational, and literary purposes as defined in Section 501(c)(3) of the Internal Revenue Code, as amended, and the rules and regulations promulgated thereunder as they now exist or as they may hereafter be amended (collectively, the "Code"), and generally to do all those things necessary or appropriate to carry out such purposes. The purposes of the Corporation include educating and promoting public awareness and interest in animal welfare to help promote commitment and respect for all animals and protect them from suffering and abuse. The Corporation is established as a permanent organization in Texas seeking to enrich the local community through activities promoting commitment and respect for all animals.

No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation ("Director"), officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaigning on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Upon dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations that would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

BOARD OF DIRECTORS

Section 3.01. General Powers. The affairs of the Corporation shall be managed by its Board of Directors ("Board"). Directors need not be residents of Texas.

Section 3.02. Number, Tenure and Qualifications. The number of Directors which shall constitute the whole Board (i) shall not be less than three (3) nor more than thirty (30), (ii) shall be fixed by the annual election of Directors by the Board, and (iii) upon resolution of the Board shall may be increased or decreased (provided that no decrease in the number of Directors which would have the effect of shortening the term of an incumbent Director may be made by the Board). Each Director shall hold office for a two (2) year term, and until such Director's successor shall have been elected and qualified or until such Director's earlier death, resignation or removal. Each Director may serve for a maximum of two (2) consecutive two (2) year terms of office, after which they must wait for a period of one (1) year before they are eligible for election to the Board (the "Term Limits"). Any term of office which is less than two (2) years pursuant to Section 4.03 shall not count towards the Term Limits. After a Director has served for two (2) consecutive terms, he or she may serve on the Advisory Council, if appointed in accordance with these Bylaws, during his or her one (1) year period of ineligibility for election to the Board. If a Director is elected to serve the un-expired term of office of a vacant directorship (the "Un-expired Term), his or her service as a Director for the Un-expired Term shall not count for purposes of applying the Term Limits.

Section 3.03. Staggered Terms of Office. The Directors' terms of office shall be staggered so that approximately one-half (1/2) of the Directors will be up for election each year. To phase in this Section 3.03, at the next annual meeting of the Board following the adoption of this Section 3.03, approximately one-half (1/2) of the Directors will be elected to a one (1) year term, and approximately one-half (1/2) of the Directors will be elected to a two (2) year term. Thereafter, all Director positions become eligible for election to a two (2) year term of office in accordance with Section 3.02. Any term of office of less than two (2) years served under this Section 3.03 shall not count for purposes of the Term Limits.

Section 3.04. Regular Meetings. The Board shall provide for by resolution the time and place, either within or without the State of Texas, for the holding of the regular annual meeting(s) of the Board, and may provide by resolution the time and place for the holding of additional regular meetings of the Board, without other notice other than such resolution. However, there shall never be less than one (1) regular meeting (which may be satisfied by the annual meeting) of the Board.

Section 3.05. Annual Meetings. Beginning in 2004, an annual meeting of the Board shall be held at the date, time and place as determined by the Board pursuant to a resolution, which shall be sent to each Director. Other than the delivering of such resolution by mail, telecopy or electronic mail, no notice shall be required with respect to the time, place and agenda of such annual meeting.

Section 3.06. Special Meetings. Special meetings of the Board may be called by or at the request of the President, or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

Section 3.07. Meeting Utilizing Electronic Media. Members of the Board or members of any committee designated by the Board may participate in and hold a meeting of the Board or committee, respectively, by means of conference telephone or similar communication equipment, provided that all persons participating in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully created.

Section 3.08. Notice. Notice of any special meeting of the Board shall be given at least one (1) day previously thereto by oral or written notice delivered personally or sent by mail, telecopy or electronic mail to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. Notice given by telecopier shall be confirmed by appropriate answer back and shall be effective upon actual receipt if received during the recipient's normal business hours, or at the beginning of the recipient's next business day after receipt if not received during the recipient's normal business hours. Notice given by electronic mail shall be effective upon transmission if transmitted during the recipient's normal business hours, or at the beginning of the recipient's next business day after transmission if not transmitted during the recipient's normal business hours. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 3.09. Quorum. Ten percent (10%) of the Board, but never less than three (3), shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Directors present by proxy at a meeting may not be counted toward a quorum.

Section 3.10. Manner of Acting. The act of a majority of the Directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws. At all meetings of the Board, business shall be transacted in such order as shall from time to time be determined by the President.

Section 3.11. Voting. Each Director is entitled to one vote.

Section 3.12. Vacancies. Any vacancy occurring in the Board, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board. A Director elected to fill a vacancy shall be elected for the un-expired term of his or her predecessor in office. However, vacancies need not be filled unless such a vacancy would result in fewer than three (3) Directors remaining on the Board.

Section 3.13. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board may receive a reasonable amount to cover their expenses of attendance. Nothing in this Section 3.13 shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 3.14. Informal Action by Directors. Any action required by the Texas Non-Profit Corporation Act (the "Act"), these Articles of Incorporation, or the Corporation's Bylaws to be taken at a meeting of either the Board or a committee of the Corporation or any action that may be taken by the Board or a committee of the Corporation may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Directors or committee members as would be necessary to take that action at a meeting at which all of the Directors or committee members were present and voted.

Section 3.15. Resignation. Any Director may resign by giving written notice to the President. The resignation shall be effective at the next called meeting of the Board or at such time stated in such notice.

Section 3.16. Removal. Any Director may be removed with or without cause by a two-thirds (2/3) majority of the remaining Directors.

ARTICLE IV

OFFICERS

Section 4.01. Officers. The officers of the Corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article V. The Board may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 4.02. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his or her successor shall have been duly elected and qualified.

Section 4.03. Removal. Any officer elected or appointed by the Board may be removed by a two-thirds (2/3) majority vote of the Board whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4.04. Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board for the un-expired portion of the term.

Section 4.05. President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business affairs and activities of the Corporation. He or she shall preside at all meetings of the Board. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties as may be prescribed by the Board from time to time, including participating in various committee meetings as a member or chairperson thereof. He or she shall also be responsible for informing the Board of possible programs, meetings, and functions of the Corporation.

Section 4.06. Vice-President(s). In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President (or in the event there is more than one Vice-President, the-Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President(s) shall perform such other duties as from time to time may be assigned to him or her by the President or Board. The Vice-President (in the event there is more than one Vice-President, then the first Vice-President in order of their election) shall be responsible for organizing and submitting grant proposals with the aid of the President, maintaining the Corporation's membership roster, [producing and distributing the newsletter, and taking care of the publicity of any public event held by the Corporation] with the assistance of any Directors as deemed necessary.

Section 4.07. Treasurer. The Treasurer shall have general supervision over the maintenance of accurate financial records of the Corporation, and shall have such other powers and duties as designated in these Bylaws and as from time to time may be assigned to the Treasurer by the Board or the President.

Section 4.08. Secretary. The Secretary shall keep the minutes of the meetings of the Board in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or Board.

ARTICLE V

COMMITTEES

Section 5.01. Committees of Directors. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two (2) or more persons, a majority of whom shall be Directors, which committees, to the extent provided in said resolution shall have and exercise the authority in the management of the Corporation of the Board. However, no such committee shall have the authority of the Board in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board. The designation and appointment of any such committee and the delegation thereof of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed on it or him or her by law.

Section 5.02. Executive Committee. The Board may designate and appoint from among the Directors and officers of the Corporation an Executive Committee, which shall be comprised of at least five (5) members the majority of whom must be Directors. The Executive Committee shall serve at the pleasure of and under the direction and control of the Board. If so designated by the Board, the President, unless absent or otherwise unable to do so, shall preside as Chairperson of the Executive Committee. The Executive Committee shall meet at the call of the President or the Board, or any two (2) members of the Executive Committee, and shall have and may exercise when the Board is not in session the power to perform all duties, of every kind and character, not required by law or the Articles of Incorporation of the Corporation to be performed solely by the Board. The Executive Committee shall have authority to make rules for the holding and conduct of its meetings. A majority but never less than three (3) of the members of the Executive Committee in office shall be sufficient to constitute a quorum at any meeting of the Executive Committee, and all actions taken at a meeting where a quorum is present shall be by a majority of those present. All acts performed by the Executive Committee in the exercise of its aforesaid authority shall be deemed to be, and may be certified as, acts performed under authority of the Board. Vacancies in the Executive Committee shall be filled by appointment by the Board. All actions of the Executive Committee shall be recorded in writing in a minute book kept for that purpose and a report of all actions shall be made to the Board at its next meeting. The minutes of the Board shall reflect that such a report was made along with any action taken by the Board with respect thereto.

Section 5.03. Nominating Committee. The President may, at least sixty (60) days prior to the annual meeting, appoint the members of the Nominating Committee who shall make nominations with respect to the upcoming annual meeting. As a non-managerial committee as further described in Section 5.05 of these Bylaws, the Nominating Committee shall be comprised of Directors [and members of the Advisory Council]. The Nominating Committee shall nominate candidates for officers and Directors of the Corporation and shall report its nominations in writing to the Board no less than thirty (30) days prior to the annual meeting. Additional nominations, of officers and Directors may be made by any single Director at the annual meeting.

Section 5.04. Advisory Council. The Board may, but is not required to, establish an Advisory Council which shall consist of at least two (2) members, neither of whom need be Directors. The Board may by resolution establish the scope of the Advisory Council's responsibilities. The Advisory Council will be a committee that does not have the managerial power of the Board. As such, the Advisory Council will be subject to Section 6.05 of these Bylaws. The function and purpose of the Advisory Council shall be to advise the Board on matters relating to the purpose of the organization and to suggest projects that the Corporation may undertake; provided, however, that any recommendation made by the Advisory Council shall not be binding upon the Board.

Section 5.05. Other Committees. Other committees not having and exercising the authority of the Board in the management of the Corporation ("Non-Managerial Committees") may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The President may designate and appoint Non-Managerial Committees, if the Board by resolution delegates such authority to the President. Any Board resolution directly establishing or delegating to the President the authority to designate and appoint Non-Managerial Committees shall set forth the scope of authority of the Non-Managerial Committee authorized by such resolution. Any member of a Non-Managerial Committee thereof may be removed by either the Board or the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal. Members of such committee or committees may, but need not be, Directors.

Section 5.06. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof. The Board may remove, with or without cause, any member of a committee of the Corporation.

Section 5.07. Chairperson. One member of each committee shall be appointed chairperson of such committee by the Board.

Section 5.08. 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.

Section 5.09. Quorum. Unless otherwise provided by these Bylaws or by a resolution of the Board designating and appointing 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.

Section 5.10. Rules. Each committee may adopt rules for its government not inconsistent with these Bylaws or with rules adopted by the Board.

Section 5.11. Committee Dissolution. The Board may, in its sole discretion, dissolve any committee with or without cause. Except for the Executive Committee, such dissolution shall require approval by a majority of the quorum. The Executive Committee shall only be dissolved by approval of two-thirds (2/3) or more of all members of the Board.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS, GIFTS, & MISCELLANEOUS

Section 6.01. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 6.02. Checks and Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, other evidence of indebtedness issued in the name of the Corporation, or other similar instruments (hereinafter "Financial Instruments") may be signed by such officers as the Board may by resolution determine from time-to-time.

Section 6.03. Maintenance of Accounts. Unless otherwise provided by a resolution of the Board, the Treasurer shall be responsible for maintaining records of all accounts for Financial Instruments described in Section 6.02 of these Bylaws.

Section 6.04. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 6.05. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise ("Donations") for the general purposes or for any special purpose of the Corporation. In furtherance of its power to accept Donations on behalf of the Corporation, the Board may adopt, by resolution, a gift policy to govern the Corporation's acceptance of Donations. However, in no event will the Corporation accept any Donation that will place the Corporation's federal tax status as a Section 501(c)(3) organization or a Section 509 public charity at risk.

Section 6.06. Bonding of Directors and Officers. The Board and officers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine.

Section 6.07. Ethics/Conflicts Policy. The Board may adopt an Ethics/Conflicts Policy applicable, in its discretion, to the Directors, officers, and committee members of the

Corporation and to any other person who is an "insider" for purposes of private inurement or a "disqualified person" for purposes of the excess benefit rules under Section 4958 of the Code.

ARTICLE VII

BOOKS AND RECORDS

Section 7.01. Books and Records. The Corporation shall keep correct and complete books and records of account of the activities and transactions of the Corporation, which includes a minute book that shall contain a copy of the Corporation's application for tax-exempt status (Internal Revenue Service (the "IRS") Form 1023), a copy of the Corporation's IRS Determination Letter, a copy of any determination letter received from any state or local government, copies of the organization's annual IRS Form 990, a copy of the Articles of Incorporation and Bylaws with all amendments to the same, all minutes from the meetings of the Board, and all filings with the Texas Secretary of State. The Corporation shall also keep minutes of the proceedings of its Board and any committees having the authority of the Board. All books and records of the Corporation may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time. Representatives of the IRS may inspect these books and records as necessary to meet the requirements relating to IRS Form 990.

Section 7.02. Financial Records. The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices.

Section 7.03. Financial Reports. Based on the financial records maintained in accordance with Section 7.02, the Board shall annually prepare or approve a report of the financial activity of the Corporation for the preceding year. The report must conform to accounting standards as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue, and expenses and changes in fund balances, a statement of functional expenses, and balance sheets for all funds.

Section 7.04. Maintenance of Financial Records and Reports. All of the Corporation's financial records, books, and annual reports shall be kept at its registered office or principal office in the State of Texas for at least three (3) years after the closing of each fiscal year.

Section 7.05. Tax Records and Returns. The Board shall prepare and file all required federal and state tax returns, which includes the IRS Form 990 (or the future IRS Form adopted by the IRS in place of the current IRS Form 990). The Corporation shall maintain a copy of all returns filed with the IRS at its principal office and all regional or district offices with three (3) or more employees for a period of three (3) years, with such period beginning the last day prescribed for filing such returns (determined with regard to any extension for filing). The Corporation shall permanently maintain at its principal office and all regional and district offices with three (3) or more employees a copy of its IRS Form 1023 and all attachments thereto that were submitted to the IRS.

ARTICLE VIII

FISCAL YEAR

Section 8.01. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board and, in the absence of such determination, it shall be the calendar year.

ARTICLE IX

SEAL

Section 9.01. Seal. The Board may authorize a corporate seal.

ARTICLE X

WAIVER OF NOTICE

Section 10.01. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

AMENDMENTS TO BYLAWS

Section 11.01. Amendments to Bylaws. Notwithstanding Section 3.14 of these Bylaws, these Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of all the Directors in office at any regular meeting or at any special meeting, if at least one day's written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting.

ARTICLE XII

INDEMNIFICATION

Section 12.01. Indemnification. As permitted by Section G of Article 1396-2.22A of the Texas Non-Profit Corporation Act (the "Indemnification Article"), the Corporation:

(a) makes mandatory the indemnification permitted under Section B of the Indemnification Article as contemplated by Section G thereof;

(b) agrees to advance the reasonable expenses of a director upon such director's compliance with the requirements of Sections K and L of the Indemnification Article; and

(c) extends the mandatory indemnification (provided in Section 12.1(a) of these Bylaws) and the obligation to advance reasonable expenses to all officers of the Corporation, to all non-directors serving on any Committee of the Board (including the Advisory Council) and to all persons who are or were serving at the request of the Corporation as a director, officer, manager, member, partner or trustee of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust or employee benefit plan to the same extent that the Corporation has agreed to indemnify and advance expenses to directors under the Indemnification Article.

Section 12.02. Defined Terms. Terms used herein that are defined in the Indemnification Article shall have the respective meanings set forth in the Indemnification Article.

Section 12.03. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent, or volunteer of the Corporation or who is or was serving or acting at the request of the Corporation as a director, officer, manager, member, partner or trustee of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust or employee benefit plan to the same against any liability asserted against such person and incurred by such person in such a capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify that person against that liability under this Article XII. In any event the insurance purchased should meet the requirements of Texas Civil Practices and Remedies Code Title 4, Chapter 84, which if such requirements are met, the liability of certain directors, officers and volunteers of the Corporation will be limited.

Section 12.04. Non-Exclusivity. The agreement of the Corporation to indemnify any person pursuant to Section 12.01 shall not be deemed exclusive of any other rights to which any such person may be entitled under any other agreement, as a matter of law or otherwise, either as to action in his official capacity or as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation, and shall inure to the benefit of the heirs, executors, and administrators of such person. No person shall be entitled to indemnification pursuant to this Article XII in relation to any matter as to which indemnification shall not be permitted by law.