

Chapter 6.
Animals and Fowl

Article I.

In General

Division 8. BARC Foundation

Sec. 6-26. Name and Purpose.

(a) The name of this organization shall be the BARC Foundation, herein after called the "foundation."

(b) The foundation shall, among other things:

- (1) Receive and maintain real or personal property, or both, and use and apply the income therefrom and the principal thereof exclusively for charitable, scientific and educational purposes related to the care and humane treatment of animals;
- (2) Solicit funds, gifts, and bequests for medical and kennel supplies and equipment for use at BARC animal shelters;
- (3) Promote awareness to Houston area residents on responsible pet ownership, spay/ neuter practices, pet adoption and the humane treatment of all animals; and
- (4) Review and make advisory recommendations to the mayor and city council on responsible pet ownership, spay/ neuter practices, pet adoption and the humane treatment of all animals.

Sec. 6-27. Composition; appointment and terms of members; filling of vacancies; fidelity bond.

(a) The board of directors of the foundation shall, in addition to the ex officio members hereinafter provided for, consist of ~~45~~ not more than 25 members to be nominated by the mayor and confirmed by the city council. Each member shall be appointed to a specific position, Position 1 through ~~45~~ 25. ~~Twelve~~ Twenty of the members of the board of directors of the foundation shall be residents of the city. The remaining ~~three~~ five members need not be residents of the city, provided they reside in one of the counties that make up the Houston-The Woodlands-Sugar Land, TX Metropolitan Statistical Area as defined by the Office of Management and Budget in the Executive Office of the President of the United States.

(b) The term for members of the board shall be two years. Odd-numbered positions shall have terms that expire December 31 of odd-numbered years. Even-numbered positions shall have terms that expire December 31 of even-numbered years.

(c) The mayor, or his designee, and the director, shall be at all times ex officio nonvoting members of the board.

(d) The board, by adoption of a resolution, may designate persons to serve as additional ex officio nonvoting members of the board or as nonvoting advisory directors of the board.

(e) In the event of the death or resignation of any member of the board prior to the expiration of such member's term of service, the mayor shall nominate and the city council shall confirm a successor who shall serve out the remaining unexpired term and enter upon the duties of a member at the next regular meeting of the foundation.

(f) Any member of the board serving in a position for which the term has expired shall continue to serve until the member's successor in that position is appointed and confirmed.

(g) Any member of the board may be removed by the mayor for any of the following causes:

- (1) Four consecutive absences from the regular meetings of the foundation;
- (2) Failure to abstain in votes or activities of the foundation where direct or indirect conflicts of interest are, or may be, involved; or
- (3) Failure to meet any minimum requirements established by the foundation and imposed upon all members of the board.

(h) The city shall maintain a blanket fidelity bond in the amount of \$10,000.00 for each member of the board. This requirement may be satisfied by amendment to the city's blanket fidelity bond for city employees so as to authorize inclusion of the board members.

Sec. 6-28. Compensation of members; conflicts of interest.

(a) Members of the board shall serve without compensation from the city or any firm, trust, donation or legacy to or on behalf of the city; provided, however, that a member of the foundation, or the firm, company or corporation with whom the member is associated, shall not be precluded from receiving compensation from the city under any contract for services rendered which have no relation to the member's duties as a member of the board.

(b) Each member of the board is a covered person for the purpose of article X of chapter 2 of this Code.

(c) Members of the board shall abstain from voting upon matters in which they have a conflict of interest, and members of the board shall not participate in any activity of the foundation in which they have a conflict of interest. The provisions of this subsection shall be cumulative of any applicable foundation bylaws, resolutions adopted by the board or other documentation ratified by the board pertaining to compensation, conflicts of interest or any other documentation addressing the conduct of members of the board.

Sec. 6-29. Organization and meetings.

(a) The foundation shall organize by electing from their membership a president, a vice president, a secretary and a treasurer, each of which officers shall hold office for one year, or until their successor shall have been elected and qualified. The foundation may adopt such administrative procedures as are necessary or convenient to accomplish the purposes set out in this article.

(b) The foundation may employ any necessary staff, including an executive director, at salaries set by the foundation. Any staff of the foundation shall not be considered employees of the city for any purposes and shall not be entitled to any of the privileges or benefits of the city's employees.

(c) Regular foundation meetings shall be held at least four times a year, at least one time each quarter. In addition, annual and special meetings may be held in accordance with such rules as the foundation may provide.

(d) A majority of the members of the board shall constitute a quorum for the transaction of business; however, in the event of a vacancy on the board, a majority of the remaining members of the board shall constitute a quorum for the transaction of business.

(e) All meetings of the foundation shall be held in accordance with the Texas Open Meetings Act.

Sec. 6-30. Additional powers.

(a) The foundation may cooperate with any trust created for a purpose similar to that of the foundation as set out in section 6-26 of this Code. In addition, the foundation may contract for financial management and investment services and may pay the reasonable fees therefor from solicited funds, gifts, bequests, and income therefrom; provided, the foundation shall exclude therefrom any solicited funds, gifts, or bequests when payment of a financial management and investment service fee would be contrary to the provisions of the grant.

(b) Whenever funds are given to the foundation for a specific purpose, the board may exercise its sole discretion on how that purpose is accomplished; provided, however, if the purchase of any services is involved, such purchases shall be executed

in accordance with any applicable local or state laws, rules or regulations, including but not limited to, the City of Houston Procurement Code.

Sec. 6-30.1. Financial records and annual financial report.

(a) The financial books and records of the board shall be open to inspection and audit during regular business hours by authorized representatives of the city, or by independent certified public accountants employed by the city, or by board members themselves. Similarly, the financial books and records of any trust created for the benefit of or to cooperate with the foundation shall be open to inspection and audit.

(b) The foundation shall file, at least annually, audited financial statements with the mayor, city council, the city controller, and the director of the department of finance.

(c) All foundation financial and accounting procedures shall be approved by the director of the department of finance and comply with the city's policies, processes, and procedures for city nonprofit and local government corporations.