

Great River Rescue By-Laws

Great River Rescue (formerly the Beltrami Humane Society), incorporated on September 20, 1977, under the provisions of Minn. Stat. 317 of Minnesota Statutes, known as the Minnesota Non-Profit Corporations Act, does hereby amend and restate its by-laws under Chapter 317A of Minnesota Statutes as follows:

ARTICLE I: NAME

The name of this organization shall be Great River Rescue, a non-profit organization (hereinafter "Organization") serving Beltrami County Minnesota and its surrounding communities.

ARTICLE II: PURPOSE

The objective of this organization shall be promoting the humane treatment of all creatures.

ARTICLE III: MEMBERSHIP

Section 1 – Eligibility for Membership: Application for voting membership shall be open to any natural person who supports the purpose statement in Article II. Membership is granted after completion and receipt of a membership application and annual dues. Each member will be expected to promote and work toward the accomplishment of the purposes of the corporation and to contribute to it.

Section 2 – Annual Dues: The amount required for annual dues shall be \$50 each year, unless changed by a majority vote of the members at an annual meeting of the membership. Continued membership is contingent upon being up-to-date on membership dues.

Section 3 - Voting Rights

Each member in good standing shall have additional rights as follows:

- A. Members shall have the right to place nominations with the Nominating Committee of the Board of Directors.
- B. Members shall have the right to elect the Board of Directors at the annual meeting of the membership.
- C. Members shall have the right to vote on ratification of any amendments, additions, or repeals of the By-Laws as brought forth and recommended by the Board of Directors. This vote shall be taken at any annual, regular, or special meeting of the membership. The By-Laws may be amended when necessary by two-thirds majority of the Board of Directors.

Section 4 – Other Rights

- A. Members may serve on any standing or appointed committee as appointed by the Board of Directors.

Section 5 - Termination of Membership

Membership in the Corporation shall terminate under any one of the following circumstances:

- A. Upon the death or resignation of any member
- B. By filing a written resignation with the secretary.
- C. By a majority vote of the membership.

ARTICLE IV: MEETINGS OF MEMBERS

Section 1 Annual Membership Meeting

The annual meeting of this Organization for the election of directors and the transaction of any other business shall be held within ninety (90) days of the end of the Organization's fiscal year. The meeting shall occur at such time and place as designated by the Board of Directors. Notice of the meeting shall be provided to the members no less than twenty (20) days prior to the meeting through notices in local media, telephone, electronic communication and the posting of handbills.

Section 2 Quorum

The members present at any properly announced meeting shall constitute a quorum.

Section 3 Voting

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

Section 4 Notice Requirements

Notice of meetings of members shall be given to every voting member as of the record date determined by the Board of Directors. Notice of the meeting shall be given at least twenty (20) days before the date of the meeting. The notice shall specifically contain the date, time and place of the meeting.

ARTICLE V: BOARD OF DIRECTORS

Section 1 Number

The Board of Directors shall consist of at least seven (7) but no more than fifteen (15) persons.

Section 2 Terms of office

A. A director shall hold office for a term of three (3) years and until his or her successor is elected. The membership of the Board shall be divided into three (3) groups so arranged that one group shall be elected each year.

B. A director may hold consecutive terms of office not to exceed ten years.

Section 3 Manner of Election

A. Election Procedures

The Nominating Committee shall be responsible for nominating a slate of members. Nominees selected by the Committee must be members-in-good-standing of the Organization. In addition, any member may nominate a candidate to the slate of nominees. All members will be eligible to send one representative to vote for each candidate. Directors shall be elected by a plurality of votes cast.

B. Vacancies

When a vacancy on the board exists mid-term, the present Board may appoint some other member-in-good-standing to fill the position until the next meeting of the membership. At that time, the interim Director must be affirmed by the membership to complete the existing term.

Section 4 Authority

The Board shall have control of and shall be responsible for the management of the affairs and property of this Organization; shall have the power to fill vacancies on the Board or in offices for the unexpired term upon or without the recommendation of the Nominating committee; shall appoint and have the power to remove all officers and employees and prescribe their duties not inconsistent with the provision of these by-laws and Chapter 317A; and, generally shall have the full power to do, or require to be done, everything deemed necessary or expedient for the promotion of its welfare.

Section 5 Resignation, Termination and Absences.

Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths (3/4) vote of the remaining directors in accordance with MN Statue 317A Chapter 223.

ARTICLE VI: MEETINGS OF THE BOARD OF DIRECTORS

Section 1 Organizational meeting

The first meeting of the Board following the election of Directors at the annual meeting shall be designated as the organizational meeting. Officers shall be elected and committees shall be assigned at that time.

Section 2 Regular Meetings

A meeting of the Board of Directors shall be at least quarterly; day and time to be determined by the Board.

Section 3 Other Meetings

Special Board meetings may occur when called by the Chairperson; the Vice-chairperson acting on behalf of the Chairperson, or by a majority of the other directors. All directors must be notified of the meeting at least forty-eight (48) hours in advance.

Section 4 Quorum

Except as otherwise provided by statute or by these by-laws, fifty percent (50%) of the total number of directors of the corporation shall be required to constitute a quorum for the transaction of business at any meeting, and an act of the majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum is had. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, notwithstanding that the withdrawal of a number of directors originally present leaves less than a quorum.

Section 5 Remote communication

Directors are permitted to use “electronic communication” to consent to actions without a meeting using electronic mail in accordance with Chapter 317A.450.

The electronic communication must be capable of being reproduced in paper form. The electronic communication must be authenticated, which means it (1) is delivered to the place of business of the organization or the organization’s officer or agent, and (2) contains information from which the organization can reasonably conclude the communication was sent by the purported sender.

ARTICLE VII: OFFICERS

Section 1 Number and Positions

The officers of this Organization shall be a Chairperson, a Vice-chairperson, a Treasurer, and a Secretary, all of whom shall be elected by the Board of Directors at the organizational meeting. All Officers shall be elected from the Directors then in office by a plurality of votes cast.

A. Resignation; removal; vacancies.

Resignation. An officer may resign by giving written notice to the corporation.

Removal. An officer may be removed by a resolution adopted by the board.

Vacancy. A vacancy in an office because of death, resignation, removal, disqualification, or other cause may, or in the case of a vacancy in the office of president or treasurer must, be filled for the unexpired part of the term in the manner described in Article V Section 4.

Section 2 Chairperson

The Chairperson shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer. The Chairperson shall serve a two year term and then succeed as ex-officio member of the executive committee for one year. He or she shall preside at all meetings of the board and of the Organization. He or she shall be chairperson of the executive committee and a member, ex-officio, of all other committees. The Chairperson shall have the authority with the Treasurer to sign papers as may be required in the sale of securities or other assets belonging to the Organization or in connection with the settlement of estates or trusts in which the Organization has an interest. He or she will set the board agenda, with the assistance of the Executive Director, and deliver it to the Secretary one week prior to the meeting. He or she shall deliver a message to the members at each annual meeting.

Section 3 Vice-Chairperson

The Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties of the Chairperson and act as his or her stead. The Vice-Chairperson shall serve a one year term. In the event that the Chairperson cannot fulfill his or her term of office, the Vice-chairperson assumes the duties of the Chairperson for the remainder of the term and a new Vice-chairperson shall be elected by the Directors in accordance with these bylaws.

Section 4 Secretary

The Secretary shall give notice of the time and place of all meetings, preserve the record of the proceedings of the Organization, the Board of Directors and the Executive Committee, and shall perform other duties as usually expected of such office. The Secretary shall serve a one year term and may serve successive terms.

Section 5 Treasurer

A. The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. The Treasurer generally shall perform such duties as ascertained to the same office in similar organizations.

B. The Treasurer and the Chairperson shall have the authority to sign such papers as may be required in the sale of securities and other assets belonging to the Organization or in connection with the settlement of estate or trusts in which the Organization has an interest.

C. Funds shall be withdrawn from any depository upon check signed by such persons as the Board of Directors may designate.

D. The books and accounts of the Organization shall be audited periodically, by a certified public accountant selected by the Board of Directors.

E. The Treasurer shall serve a one year term and may serve successive terms.

ARTICLE VIII: COMMITTEES

Section 1 Number and Titles of Standing Committees

There shall be four (4) standing committees: Executive, Finance, Nominating, and Animal Welfare.

Section 2 Selection

The Board of Directors, shall appoint such members of the standing committees, and shall have power to fill vacancies in such committees by appointment. General members appointment to any standing committee will be required to sign conflict of interest and nondisclosure agreements.

Section 3 Executive Committee

A. The executive committee shall consist of the Chairperson, Vice-chairperson, the Treasurer, the Secretary and the immediate Past-Chairperson.

B. The executive committee shall act between meetings of the Board and shall possess all the powers of the Board in regard to the conduct of routine business of the Organization. This power is, however, subject to any action being confirmed by the full board. It shall have no power to approve or terminate memberships or to fill vacancies on the Board or in offices. It shall meet on the call of the Chairperson whenever, in his or her judgment, the business of the Organization may require.

C. The executive committee will perform the duties related to personnel issues and hear initial grievances.

Section 4 Finance Committee

A. The finance committee shall consist of at least four (4) persons, including the Chairperson and the Treasurer. The Treasurer shall be its chairperson.

B. The duty of the finance committee shall be to develop and review fiscal procedures, fundraising plans, and the annual budget. The committee shall meet on call of the Treasurer or the Chairperson of the Board of Directors.

Section 5 Nominating Committee

A. The nominating committee shall consist of members of the Board of Directors and representatives of the general membership.

B. The nominating committee, in addition to the duties described in Article VIII, shall prior to any meeting of the Board of Directors, present to the members of the Board its recommendations for filling vacancies on the Board of Directors.

Section 6 Animal Welfare Committee

A. The Animal Welfare Committee shall consist of members of the Board of Directors and volunteers of the organization. The committee supports shelter staff with their knowledge and expertise and makes recommendations to the Board on policies in regards to the welfare of the shelter animals. The animal welfare committee plays a particular role in discussing options for an animal that has significant medical or behavioral issues. Some experience with companion animal health, welfare, and/or nutrition issues is preferred.

Section 7 Other Committees

The Board of Directors shall have the power to appoint other committees as it may deem desirable.

ARTICLE IX: STANDARD OF CARE

Section 1 Each officer and director of this Organization will discharge their duties in good faith, in a manner the person reasonably believes to be in the best interests of the Organization. Each officer and director will act in transparency and accountability in discharging their duties in accordance with industry best practice.

Section 2 Each director shall sign a Conflict of Interest Disclosure and renew the agreement annually.

ARTICLE X: INDEMNIFICATION

Great River Rescue shall indemnify its Directors, Officers, employees, and volunteers to the fullest extent permitted by the law of the state of Minnesota.

ARTICLE XI: AMENDMENT OF THE BY-LAWS

These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

ARTICLE XII:

These by-laws, effective upon their adoption, supersede all former by-laws of this Organization.

These bylaws were approved at a meeting of the board of directors by two-thirds majority vote on January 3, 2019.

Geri Hickerson, Chair