

Beltrami Humane Society By-Laws

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 Beltrami Humane Society, 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

Any natural person who meets the following criteria shall be eligible for membership in the Corporation:

All persons who server on a committee, who participate as a volunteer, and/or who have contributed donations since the last annual meeting of the membership and has completed and submitted to the corporation, a membership form, as documented by the Secretary of the Corporation on a membership list that shall be maintained as a permanent record of the Corporation. That membership list shall control in all questions or disputes involving which persons are members of the corporation from time to time. Each member will be expected to promote and work toward the accomplishment of the purposes of the corporation and to contribute to it.

Section 1 Non-members

A person who is not a member of this Organization but contributing money or things of value shall be known as a contributor.

Section 2 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 by the Board of Directors. This vote shall be taken at any annual, regular, or special meeting of the membership.

Section 3 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. Upon the failure of any member to continue to meet the qualification requirements for membership as set forth herein. A member may not be expelled or suspended, and a membership may not be terminated or suspended except pursuant to a procedure that is fair and reasonable and is carried out in good faith in accordance with Chapter 317A.411.
- C. Upon the expiration of three years from the date each member last qualified for 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 Special Meetings

A special meeting of the members may be called at any time by any of the following: The Secretary, when so directed by the Chairperson; a majority of the Board of Directors; thirty (30) members or ten percent (10%) of the membership, whichever is less, who sign, date, and deliver to the chairperson or the treasurer one or more written demands for the meeting describing the purpose for which it is to be held. Notice of such a meeting shall be given to members at least five days in advance of the date set for such a meeting through notices in local media, telephone, electronic communication and the posting of handbills.

The notice of a special meeting must contain a statement of the purposes of the meeting. The business transacted at a special meeting is limited to the purposes stated within the notice of the meeting.

Section 3 Quorum

Ten percent (10%) or thirty (30) members, whichever is less, shall constitute a quorum for the transaction of business at any meeting of this Organization, but a lesser number shall have the power to adjourn to a specified later date.

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.

All members, unless otherwise expected, shall be entitled to one (1) vote on any matter properly presented to the members. Voting by proxy shall not be permitted.

The list of members must be available for inspection by a member with voting rights for the purpose of communication with other members concerning the meeting, beginning two (2) business days after the meeting notice is given and continuing through the meeting, at the organization's registered office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. The list must also be available at the meeting. A member, a member's agent, or attorney, is entitled upon written demand, to inspect and to copy the list, at reasonable time and at the member's expense, during the period it is available for inspection and at any time during the meeting or an adjournment.

Section 5 Rules

Any question concerning parliamentary procedure at meetings of this Organization shall be determined by reference to the most currently available edition of Robert's Rules of Order. An elected officer shall preside over the meeting.

Section 6 Remote Communication

Virtual meetings of the members are permitted in accordance with Chapter 317A.450. Notice of meetings may be given to members via electronic communication, including facsimile, electronic mail, postings on an electronic network on which the member has consented to receive notice, or other methods of electronic communication. Members may also consent to actions without a meeting using authenticated electronic communication 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.

Section 7 Action by Written Ballot

An action required or permitted to be taken at a meeting of members may be taken without a meeting if the organization mails or delivers a written ballot to each member entitled to vote on the matter. The written action is effective when it has been signed by a quorum of members, unless a different effective time is provided in the written action.

ARTICLE V: BOARD OF DIRECTORS

Section 1 Number

The Board of Directors shall consist of at least seven (7) but no more than eleven (11) 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

Adopted at the General Membership meeting March 24, 2014

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 become a nominee by obtaining the signature of five percent of the membership who move his or her nomination and present it to the Secretary at least 45 days prior to the General Membership Meeting.

The election will be held by mail in accordance with the election procedures established by the Board of Directors. Each member eligible to vote shall receive one ballot, and shall have a number of votes equal to the number of openings to be filled. Directors shall be elected by a plurality of votes cast by members.

b. Resignations:

In the event that any director resigns from the Board prior to the expiration of his/her 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

Adopted at the General Membership meeting March 24, 2014

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

A majority of the Directors then in office shall constitute a quorum for the transaction of any business.

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 membership of the Board of Directors by a plurality of votes cast.

a. Resignation; removal; vacancies.

Resignation. An officer may resign by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice.

Removal. An officer may be removed, with or without cause, by a resolution adopted by the board. The removal is without prejudice to contractual rights of the officer in accordance with Chapter 317A.341.

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

Adopted at the General Membership meeting March 24, 2014

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 three (3) standing committees: Executive, Finance, and Nominating.

Section 2 Selection

The Chairperson, at the Organizational Meeting each year, shall appoint such members of the standing committees as are not specifically designated in the by-laws, and shall have power to fill vacancies in such committees by appointment.

Section 3 Executive Committee

Adopted at the General Membership meeting March 24, 2014

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 advise on financial problems and investments generally and to perform such further duties as the Board may from time to time prescribe. The committee shall meet on call of its chairperson or the Chairperson.

Section 5 Nominating Committee

A. The nominating committee shall consist of members of the Board of Directors and representatives of the general membership. The membership shall be weighted at least fifty-one percent (51%) in favor of the general membership.

B. The nominating committee, in addition to the duties described in Article VIII, shall at least ten days (10) 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 Other Committees

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

ARTICLE IX: STANDARD OF CARE AND DEALING WITH OTHER CORPORATIONS AND ORGANIZATIONS

Section 1 It is the responsibility of each officer and director of this Organization to discharge his or her duties as a director in good faith, in a manner the person reasonably believes to be in the best interests of this Organization, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 2 A contract or other transaction between this Organization and one or more of its directors, or between this Organization and an organization in or of which one or more of this Organization's directors are directors, officers or legal representatives or have a material financial interest, is not void or voidable because the director or directors or the other organizations are parties of because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified if:

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- A. The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair, and reasonable as to the Organization at the time it was authorized, approved or ratified;
- B. The material facts as to the contract or transaction and as to the director's or directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section:

- A. A director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee or agent of the Organization, even though the first director is also receiving compensation from the Organization; and
- B. A director has a material financial interest in each organization in which the director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, and any combination of them have a material financial interest.

ARTICLE X: FINANCE

Section 1. Any dues, contributions, grants, bequests or gifts made to the Organization shall be accepted or collected only as authorized by the Board of Directors.

Section 2. All funds of the Organization shall be deposited to the credit of the Organization under such conditions and in such banks as shall be designated by the Board of Directors.

Section 3. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the Organization shall be as provided by the Board of Directors.

Section 4. The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

Section 5. Title to all property shall be held in the name of the Organization.

Section 6. A summary report of the financial operation of the Organization shall be made by the Treasurer at least annually to the Board of Directors.

ARTICLE XI: INDEMNIFICATION

To the full extent permitted by the Minnesota Nonprofit Organization Act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether and by whomsoever brought (including any such proceeding, by or in the right of the Organization), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was

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a Member, director or officer of the Organization, or he or she is or was serving at the specific request of the Board of Directors of the Organization as a director, officer, employee or agent of another Organization, partnership, joint venture, trust or other enterprise, shall be indemnified by the Organization by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another Organization, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other Organization, partnership, joint venture, trust or other enterprise. The indemnification provide by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

ARTICLE XII: AMENDMENT OF THE BY-LAWS

These by-laws may be repealed, altered, or amended at any annual meeting or at any special meeting of the Organization called for that purpose, provided any alteration or changes proposed shall first have been submitted to the Board of Directors and approved by a majority vote not less than thirty (30) days prior to the holding of such annual meeting or special meeting. Following such approval by the board, copies of such proposed alterations or changes shall be made available to all Board members and will be available upon request to any other member of the Organization in advance of such annual or special meeting. The date of the special meeting to amend the by-laws will be sent to all members of this Organization by mail, or electronic communications and local media will also be notified.

ARTICLE XIII:

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

The forgoing by-laws were proposed to the Membership of the organization with notice of the Annual Membership Meeting to be held March 24, 2014 including a statement of the enclosed by-laws.

The resolution to adopt the by-laws was duly moved, seconded, and upon vote taken, by unanimous vote, quorum being present.

Dated this 24th day of March 2014

Jackie Ryder, Chair