

BYLAWS OF THE HUMANE SOCIETY OF GOODHUE COUNTY
Approved February 13th, 2013

Article I: Name

1. The name of this organization shall be the Humane Society of Goodhue County, Inc.
2. The principal office of the corporation is located at 1213 Brick Avenue, Red Wing, County of Goodhue, State of Minnesota.

Article II: Purpose – Non-Profit

1. This corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501 c (3) of the Internal Revenue code.
2. Toward this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to furtherance of said purposes.
3. At all times the following conditions shall restrict operations and activities of the corporation:
 - A. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause, Article II.
 - B. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
 - C. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
4. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government,

for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article III: Membership

1. This corporation shall have members. Members may not vote and do not have voting rights.
2. Any individual, non-profit corporation, corporations or other organizations may be a member if a membership application is completed and filed with the Humane Society of Goodhue County, Inc and if dues are paid.
3. Membership dues are to be paid annually. Dues amount will be determined yearly by the board of directors.
4. The board of directors may terminate a membership at its discretion.

Article IV: Meetings of members

1. This organization shall hold an annual meeting. The time and place will be determined by the board of directors and will be posted on the Humane Society Goodhue County, Inc. website and shelter bulletin board one month before the meeting. This meeting is open to all members.
2. The annual meeting shall be for the election of the board of directors and officers, for the annual summary, and for the transaction of any other business.

Article V: Board of Directors

1. The property, business and affairs of this corporation shall be managed by or under the direction of the board of directors. Subject to the provisions of the laws of this state and limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all connected powers shall be exercised by or under the direction of the Board of Directors.
2. The organization shall have a minimum of five (5) directors. The number of directors shall be determined by the affirmative vote of a majority of the total number of directors.
3. The term of office for directors shall be two years and directors may be re-elected for subsequent terms.
4. The board of directors or a committee appointed by the board of directors shall nominate candidates for directors at the annual meeting. If a vacancy occurs prior to the annual meeting, the president may call for nominations at a regular scheduled meeting.
5. Each board member shall be required to attend a minimum of eight regular monthly meetings per year.
6. A director may resign at any time by giving written notice to the board of directors. The resignation is effective without acceptance when the notice is given to the board of directors, unless a later effective time is specified in the notice.

7. A director may be removed at any time, with or without cause, by the affirmative vote of a majority of the total number of directors.
8. It shall be the duty of the directors to:
 - a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
 - b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
 - c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
 - d) Meet at such times and places as required by these Bylaws;
 - e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or emailed to them at such address(es) shall be valid notices.

Article VI: Meetings of the board of directors

1. The board of directors shall meet at least monthly. Notice of regular meetings shall be given at least one week in advance by email.
2. A special board meeting may be called by the president. Notice of such meeting shall be through direct communications to each director at least five days before the day on which the meeting is to be held, except in case of emergency. Special meetings are not encouraged.
3. Quorum is a majority of the total number of directors. In the event of an even number of voters, the president shall abstain from voting.
4. An absentee ballot will be allowed in special circumstances of great importance, this to be decided by the president. Ballots will be mailed to each board member at least fourteen days prior to the meeting at which the votes are to be counted, and will be signed and returned, by mail, to the secretary within three days of receipt. The secretary will bring the unopened ballots to the meeting to be counted.
5. No business shall be voted upon by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting without a quorum is a motion to adjourn.
6. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.
7. Meetings shall be governed informally, unless deemed necessary by a vote of the majority of the Board present, at which time shall be governed by Roberts Rules of Order.

8. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation. The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Article VII: Officers

1. The officers shall be a president, a vice president, a treasurer, and a secretary. The term of office shall be one year. Officers may be elected to subsequent terms.
2. Elected officers must be members of the board of directors.
3. The president shall preside over all meetings of the board of directors and of the membership; shall appoint all committees, and shall deliver a report to the members of the annual meeting,
4. The vice president shall perform the duties of the president in the absence of the president.
5. The secretary shall keep minutes at the meetings of the board of directors and of the membership; shall give notice of meetings;
6. The treasurer shall oversee the moneys of the society and shall oversee all financial records for the society as provided by the attached Accounting Manual.
7. Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section apply only to resignation from the Board of Directors, and does not apply to employment or any contractual relationship of any Officer or Director of the corporation.
8. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Director at the next regularly scheduled Board of Directors meetings.
9. Officers shall serve without compensation except that reasonable expenses shall be reimbursed upon prior approval of the Board such as expenses for board training or representation of the organization at conferences and other activities beyond the scope of regular Board meetings.

Article VIII: Committees

1. The board may appoint and dissolve committees as the board sees fit and the board approves.
2. Committees may include board members, members and volunteers.

Article IX: Execution of Instruments, Deposits, and Funds

1. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
2. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed in accordance with the accounting manual.
3. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
4. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of the corporation.

Article X: Corporate Records and Reports

1. The corporation shall keep at its principal office:
 - a) Minutes of all meetings of the directors, and if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice was given, the names of those present or represented at the meeting, and a record of the proceedings.
 - b) Records demonstrating that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
 - c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.
2. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.
3. The board shall cause any annual or periodic report(s) required under law to be prepared and delivered to an office of the federal government, this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.
4. As internal review, the board shall cause audits and other reports at its discretion to be decided at the annual budget meeting.

