# Humane Society of Kandiyohi and Meeker Counties By-Laws 

## ARTICLE I-OFFICIAL NAME AND ORGANIZATION

1.1 The organization shall officially be known as the Humane Society of Kandiyohi and Meeker Counties.
1.2 This organization shall be an entity in accordance with the State of Minnesota Statues, Chapter 317A, known as the Minnesota Non-Profit Corporation Act.
1.3 This organization shall operate and function in accordance with Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future code.

## ARTICLE II-PURPOSES OF ORGANIZATION

2.1 The corporation is organized exclusively for education, scientific, environmental, and recreational purposes, including, for such purposes, the following:
2.1.1 To provide emergency care for neglected or unwanted animals and to promote appropriate pet foster care and adoption programs.
2.1.2 To encourage responsible pet ownership.
2.1.3 To coordinate pet "Lost and Found" efforts.
2.1.4 To assist law enforcement agencies with animal
cruelty investigations.
2.1.5 To increase the public awareness of the aforementioned purposes.

## ARTICLE III-MEMBERSHIP

3.1 Membership shall be made available to any persons or business desiring to support the purpose of this organization.
3.2 The Board of Directors may review a schedule of membership classifications and rates. Membership will extend for 12 months from the date of payment of membership dues. This will be tracked through donation records.
3.3 All initial Memberships shall be subject to payment of membership fees; membership renewals shall require payment of the annual membership fees.
3.4 Memberships may be reviewed and revoked for cause by a two thirds majority of the Board of Directors.
3.5 Members will receive a subscription to the Humane Society of Kandiyohi and Meeker Counties newsletter and will receive information relevant to the Humane Society of Kandiyohi and Meeker Counties by email. Prior to the December meeting members may submit names of persons they feel are qualified candidates for the board of directors for consideration at the annual meeting.

## ARTICLES IV-OFFICERS AND DIRECTORS

4.1 The Board of Directors shall consist of eleven members, nine whe the majority of whom are residents of Kandiyohi or Meeker Counties. Residents from outside Kandiyohi and Meeker Counties may be considered for board positions, to a maximum of two persons. Board members will be elected by the membership at the Annual Meeting and two County Commissioners appointed by their respective county boards.
4.1.1. No Director shall serve more than twelve consecutive years, except that if an appointment of one year or less has been made as provided for in Article 4.1.4, the person appointed may run for election four consecutive three year terms in their own right; a Director may be eligible for re-election after a minimum of a one-year absence.
4.1.2. Directors shall be current donors or members in good standing with the organization.
4.1.3. Members of the Board of Directors shall be elected to serve three year terms. Three directors shall be elected to serve three year terms at each annual meeting.
4.1.4 Mid-term vacancies on in the Board of Directors shall be filled by appointment on a majority vote of the Directors, assuming the timing of the vacancy makes it unreasonable to wait for a membership vote at the January Annual Meeting. The Nominating Committee shall present the Board with candidates as stated in Article 8.3. This appointment shall be for the remainder of the open term.
4.2 Immediately following the Annual Meeting, the Board of Directors shall elect from their number the following officers: Chair, Vice-Chair, Secretary, Treasurer and one At-Large board member to
serve on the Executive Committee.
4.3 The Board of Directors shall have and may exercise all the powers of the corporation, except such as are conferred upon the officers by law, by the Articles of Incorporation, or by these By-Laws.
4.4 The Board of Directors shall meet as called by the Chair. A quorum for a Board of Directors meeting shall be $51 \%$ of the directors.
4.5 The Board of Directors shall hold their respective offices until their successors have been duly elected and have entered upon the discharge of their duties, which include the following:
4.5.1. The Chair shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the corporation; he/she shall, when present, preside at all meetings of the Board of Directors and the Annual Meeting; he/she shall see that all orders and resolutions of the Board of Directors are carried into effect and shall have general active management of the business of the corporation.
4.5.2. The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and shall perform such other duties, as the Board of Directors shall prescribe.
4.5.3 The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The Secretary, with assistance of other board members and staff, shall prepare and present an annual report on the state of the organization within the first quarter each year.
4.5.4 The Treasurer shall make a report at each Board meeting. The Treasurer shall assist in the preparation of the budget, and oversee the keeping of full and accurate accounts of receipts and disbursements. He/she shall cause to be deposited all monies and other valuable effects in the name of the corporation in such depositories as may be designated by the Board of Directors, and shall oversee disbursement of the funds of the corporation as may be ordered by the Board. The Treasurer shall make financial information available to Board members and the public.
4.5.5 The Board of Directors shall have as two of its eleven members, a member from the Kandiyohi and Meeker County Board of Commissioners (selected by the respective County Boards, effective January 1, 2009. This is a requirement of the Counties
pursuant to the joint venture between the Counties and the Humane Society of Kandiyohi and Meeker Counties to build a permanent facility for the Humane Society of Kandiyohi and Meeker Counties, and shall continue until such time as the Humane Society of Kandiyohi and Meeker Counties and County Board agree that this is not a requirement.
4.6 The Duties and Powers of Officers may be delegated by the Board from time to time in case of the absence of any officer of the corporation, for any other reason that the Board may deem sufficient.
4.7 Vacancies in any office by whatever reason may be filled by a successor chosen by a majority of the Board of Directors from within its members, with the exception of the two County Commissioners. Said successor shall hold office for the term as stated in 4.1.3.
4.8 If a Director is absent from three consecutive meetings without a viable excuse given to the Board, he/she may be deemed by the Board as having resigned from office, and the vacancy so caused shall be filled as stated in Articles 4.1.4 and 4.7.

## ARTICLE V•MEETINGS

5.1 The Annual Meeting of the members of this corporation shall be held in January of each year with notice given to members two weeks prior to the scheduled time. The membership shall elect at this time, by majority vote of those present, a Board of Directors. All other business shall be transacted as designated by the Board of Directors.
5.2 Special meetings of the membership for any purposes, unless otherwise prescribed by statute, may be called by the Chair, provided the membership is given written notice one week prior to the scheduled time. Such call shall state the purpose of the proposed meeting, and the business transacted shall be confined to the purposes stated in the call.
5.3 The rules contained in Robert's Rules of Order shall serve as a guideline for the meetings of the corporation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

## ARTICLE VI-REVENUE AND FINANCE

6.1 The corporation shall have such powers as are consistent with its purposes to acquire and receive funds, whether by member assessments, gifts, contributions, grants, or otherwise; and to expend, make gifts and contributions of, and to convey, transfer, and dispose of any funds and income there from, and
such other powers which are consistent with the forgoing purposes and which are afforded to the corporation by the Minnesota Non-Profit Corporation Act and as by Section 501 (c)(3) of the Internal Revenue Code, and any future state and federal laws amendatory thereof or supplementary thereto.
6.2 No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or to other private persons, except that the corporation 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 Article II above. No substantial part of the activities of the
corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
6.3 Members shall be permitted to inspect the corporation's books and records at all reasonable times.
6.4 The Fiscal Year of the corporation shall be from January first through December thirty-first of each calendar year.
6.5 The duration of the corporate existence of this corporation is perpetual; however, in the event the corporation is dissolved, or otherwise ceases operation, all assets remaining after the organization's obligations are paid shall be distributed in accordance with Section 501 (c) \{3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by a Court of Competent Jurisdiction of the county in which the principle office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

## ARTICLE VII-INDEMNIFICATION

7.1 The corporation acting through its Board of Directors, or as otherwise provided in the Bylaws, shall exercise as fully as may
be permitted from time to time by the statutes and decisional law of the State of Minnesota or by any other applicable rules or principles of Law, its powers to indemnify each officer of the corporation against the expense of any action to which he/she is a party or is threatened to be made a party by reason of the fact that he/she is or was an officer of the corporation. 7.2 As used in this By-Law: (i) The term "officers" means any person who is, was or may hereafter be a director, officer, employee, member or agent of this corporation or, at the request of this corporation, or any other corporation or of any partnership, joint venture, trust or other enterprise and the rights of indemnification under this By-Law shall inure to the benefit of the heirs and legal representatives of any of such persons, (ii) the term "action" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative including those by or in the right of the corporation and whether or not involving an action or omission of an officer in his/her capacity as such and whether or not he/she is an officer at the time of such action, and (iii) the term "expenses" of any action shall include attorneys' fees, judgments, fines, amounts paid in settlement and any other expenses incurred in connection with an action but shall not include amounts paid to the corporation as a result of such action.
7.3 An officer may be indemnified with respect to any action if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation, and if it is a criminal action, he/she had no reasonable cause to believe his/her conduct was unlawful. If he/she is successful on the merits or otherwise in defense of any action, an officer shall be entitled to be indemnified for his expenses in connection with such action. He/she shall be entitled to be reimbursed only as authorized by a court over the corporation or as authorized upon a determination that he/she met the applicable standard of conduct set forth above which determination may be made by the Board of Directors. The determination may be made that he/she is entitled to indemnification as to some matters even though not so entitled as to others.
7.4 The termination of any action by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not constitute a determination or create a presumption that the officer did not act in a manner entitling him/her to indemnification under this By-Law.
7.5 The corporation will purchase and maintain insurance on behalf of any officer against any expense incurred by him/her in their capacity as an officer or arising out of his/her status as such, whether or not the corporation has power under this By-Law and applicable laws to indemnify him against such liability.

Adopted Jan 23, 2020

## ARTICLE VIII - COMMITTEES

8.1 The Chair may create committees as needed, including but not limited to Executive, Nominating, Membership, Personnel, and Fundraising. The Board Chair appoints all committee chairs and acts as an ex-officio member of every committee.
8.2 The Executive Committee shall consist of the Chair, the ViceChair, the Treasurer, and the Secretary and one director. The Chair presides over this committee.
8.2.1. The Executive Committee may act between meetings of the Board and shall possess all the powers of the Board in regard to the conduct of the routine business of the organization subject however to any action being confirmed by the Board. It shall have no power to approve or terminate memberships or to fill vacancies on the Board or in offices. It may meet on call of the Chair whenever, in his/her judgment, the business of the organization may require.
8.3 The Nominating Committee shall consist of three members of the Board of Directors.
8.3.1. The Nominating Committee shall present to the members of the Board its recommendations for filling vacancies on the Board of Directors no later than the December meeting.

## ARTICLE IX-AMENDMENTS

9.1 These By-Laws may be amended when necessary by a simple majority of the members. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.
9.2 These by-laws may be repealed, altered, or amended at any Annual Meeting or at any Special Meeting of this organization called for that purpose provided any alteration or change proposed shall first have been submitted to the Board of Directors.

## CERTIFICATE OF BY-LAWS

These By-laws were approved at a general membership meeting of the Humane Society of Kandiyohi and Meeker Counties.

