

# **AMENDED AND RESTATED BYLAWS OF MINNESOTA BOXER RESCUE**

This instrument, effective as of May 15, 2021, constitutes the Amended and Restated Bylaws (“Amendment”) of the Minnesota Boxer Rescue, a Minnesota nonprofit corporation (the “Corporation”), and is adopted for the purposes of regulating and managing the internal affairs of the Corporation.

## **BACKGROUND**

- A. The Bylaws of the Corporation were originally adopted on June 14, 2006 (the “Bylaws”).
- B. The Board of Directors of the Corporation have authorized and approved this Amendment for managing and regulating the internal affairs of the Corporation to reflect the current needs of the Corporation.
- C. The Corporation desires to restate and amend the Bylaws as set forth herein and does hereby adopt this Amendment.

## **ARTICLE 1 – SCOPE; INTERPRETATION**

**Section 1.1 Scope.** These Bylaws shall govern the conduct of the affairs of the Corporation. These Bylaws shall govern, and are superior to the Articles of Incorporation of the Corporation, except, specifically, those sections of the Articles of Incorporation that govern the actions and regulations of the Corporation regarding the Corporation’s 501(c)(3) status; if these Bylaws are inconsistent with those Articles of Incorporation, the Bylaws of the Corporation shall govern to the extent of the inconsistency. The Board of Directors (sometimes in these Bylaws the "Board") can at any time, except as may be prohibited by law, adopt rules and regulations for conducting the affairs of the Corporation, its Board of Directors and officers, that are supplemental to these Bylaws, but the rules and regulations cannot be inconsistent with these Bylaws or with the Articles of Incorporation of the Corporation.

**Section 1.2 Interpretation and Construction.** A resolution approved by a majority of a quorum of the Board of Directors shall decide any question of interpretation or construction of these Bylaws.

## **ARTICLE 2 - OFFICES**

**Section 2.1 Principal Office.** The principal office of the Corporation shall be located at: 1660 S. Highway 100, Suite 500A, St. Louis Park, MN 55416.

**Section 2.2 Other Offices.** Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

## **ARTICLE 3 – DEDICATION OF ASSETS**

**Section 3.1** The properties and assets of the Corporation are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or

officer of this Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code

#### **ARTICLE 4 - NONDISCRIMINATION POLICY**

**Section 4.1 Nondiscrimination Policy.** This Corporation shall not discriminate in its activities, practices or decisions on the basis of race, creed, color, religion, sex, natural origin, age, disability, sexual or affectional orientation, or any other characteristic protected by federal, state or local law.

#### **ARTICLE 5 - MEMBERS**

**Section 5.1 Members and Membership.** The Corporation shall have no members. Any action or approval which would otherwise be required by the terms of any agreement to which the corporation is a party, or by which the Corporation is bound, or by the provisions of any law, rule or regulation to which the Corporation is subject, requires only action or approval of the Board.

#### **ARTICLE 6 - DIRECTORS**

**Section 6.1 General Powers.** The business and affairs of the Corporation shall be managed by and controlled by the Board of Directors. Directors shall receive no compensation for services but this shall not limit reimbursement for reasonable expenses.

**Section 6.2 Number and Qualifications of Directors.** The number of Directors of this Corporation shall be at least three (3) (President, Treasurer, and Secretary) and no more than nine (9).

**Section 6.3 Appointment and Election.** All Directors are entitled to vote and have equal rights and preferences except as otherwise provided in this Amendment. The power to elect or appoint Directors is vested in the Board, and a majority of the Directors in office may appoint or elect Directors. All officers shall be elected or appointed by the majority vote of the remaining Directors at a meeting called for that purpose. Directors shall serve a two (2) year term, with elections or appointments held on a biennial basis. Director positions of President and Secretary will expire at the end of the calendar year in odd-numbered years, and Director positions of Vice President and Treasurer will expire at the end of the calendar year in even-numbered years. Director positions may be added or eliminated based on business needs and expiration periods adjusted based on composition of the Board.

**Section 6.4 Term.** Except only as provided in this paragraph 6.4, each Director shall serve for a two-year term. Directors may serve a consecutive two terms if re-elected. After service of two terms, a Director may return to the Board after a one year absence and be re-elected by the then current Board. The Board may approve term exceptions if there is no qualified candidate to assume the roles of an exiting Director. A Director may also be deemed "Interim" while seeking a replacement.

**Section 6.5 Resignation and Vacancies.** A vacancy may occur by death, removal or resignation of a Director. Any Director may resign at any time by giving written notice to the President and/or Secretary. Vacancies shall be filled by the majority vote of the remaining Directors at a meeting called for that purpose. The remaining Directors may fill the vacancy if need be.

**Section 6.6 Removal.** A Director may be removed at any time, with or without cause, upon a vote of at least two thirds of the Directors present at a duly convened meeting of the Directors provided that the notice of such meeting expressly states such purpose and cause if there be any.

**Section 6.7 Meetings.** Meetings of the Board of Directors may be held from time to time at such time and place as the Board of Directors may designate.

**Section 6.8 Special Meetings.** A special meeting of the Board of Directors may be called at any time, for any purpose or purposes, by the President or any other member of the Board. Upon proper call of a special meeting of the Board of Directors, the Secretary (or any other officer) shall cause notice of a meeting to be given to the Directors, the meeting to be held no fewer than five days after receipt of the request, unless deemed an emergency situation noted in Section 6.9, or as approved by the Directors.

**Section 6.9 Emergency Meetings.** An emergency meeting of the Board of Directors may be called at any time, for emergency purpose or purposes, by the President or any other member of the Board where immediate responses or actions are needed.

**Section 6.10 Minutes.** The Secretary shall be responsible for the recording of all minutes of each meeting of the Board in which business shall be transacted in order as the Board may determine from time to time. In the event the Secretary is unavailable, a member of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the appointed individual acting as Secretary, shall prepare the minutes of the meetings and provide a copy to each Board member via email within seven business days after the close of each Board meeting.

**Section 6.11 Notice.** Notice of Board regular or special meetings shall be made by giving not less than five days' notice to all Directors of the date, time, and access information. The notice shall state the purpose of the meeting, unless otherwise required by law or these Sections. Notice may be given by telephone (but not solely by voice mail message) or in person. Written notice may be given by mail, electronic mail, or may be delivered to the address maintained for each Director in the records of the Corporation. If a meeting scheduled is adopted by the Board, or if the date and time of the Board meeting has been announced at a previous Board meeting, no notice is required.

**Section 6.12 Waiver of Notice.** A Director may waive notice of any meeting before, at or after the meeting, in writing, orally or by attendance. Attendance at a meeting by a Director is a waiver of notice of that meeting unless the Director: (a) objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and (b) does not participate thereafter in the meeting.

**Section 6.13 Quorum.** A majority of the Directors currently holding office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may adjourn a meeting from time to time until a quorum is present. If a quorum of the Board of Directors is present or participating through authenticated electronic communication when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of one or more Directors originally present leaves less than a majority of the Directors.

**Section 6.14 Voting.** Except as otherwise provided in the Minnesota Nonprofit Corporation Act, the Articles of Incorporation or these Sections, all questions at a meeting of the Board of Directors at which a quorum is present when the meeting is convened, shall be decided by the vote of a majority of the Directors present at the meeting.

**Section 6.15 Absent Directors.** A Director may give advance written consent or opposition to a proposal to be acted on at a meeting of the Board of Directors. If the Director is not present at the meeting with respect to which advance written consent or opposition was given, his or her consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but such consent or opposition shall be counted as a vote in favor of or against the proposal, and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the Director consented or objected.

**Section 6.16 Meetings: Remote Communication and Participation.**

- (a) Any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting, if due notice is given and a quorum participates. Participation in a meeting by means of remote communication constitutes presence at the meeting.
- (b) A Director may participate in a Board meeting by means of conference telephone or, if authorized by the Directors who are present in person at the meeting, by other means of remote communication through which that Director, other Directors so participating, and all Directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting pursuant to this paragraph constitutes presence at the meeting.

**Section 6.17 Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication by the number of Directors that would be required to take the same action at a meeting at which all Directors were present.

**Section 6.18 Compensation.** Directors shall receive no compensation, but may be reimbursed for reasonable expenses as shall be determined from time to time by resolution of the Board of Directors. Nothing herein shall be construed to preclude any Director from serving this Corporation in any other capacity and receiving proper compensation therefore.

## **ARTICLE 7 - OFFICERS**

**Section 7.1 General.** The Corporation shall have at least three natural persons exercising the functions of the office of President, Vice President, Treasurer and Secretary (the "Executive Officers"). Any two offices may be held by the same person. The Board of Directors may elect or appoint such other officers as it deems necessary, each of whom shall have the powers, rights, duties and responsibilities as determined by the Board. Officers shall receive no compensation, but may be reimbursed for reasonable expenses as determined from time to time by resolution of the Board. Executive Officers must be elected from among the Directors of the Corporation.

**Section 7.2 Election, Term, and Removal.** All officers shall be elected by the Board of Directors. Each shall hold office for a term of two years or until the officer's successor is duly elected and qualified, or until the officer's earlier death, resignation or removal. Any officer may be removed with or without cause by the affirmative vote of the Directors (without prejudice, however, to any contract rights of such officer).

**Section 7.3 Resignation.** Any officer may resign at any time by giving written notice to the Corporation. The resignation is effective without acceptance when notice is given to the Corporation, unless a later date is specified in the notice.

**Section 7.4 President.** Unless provided otherwise by a resolution adopted by the Board of Directors, the President shall (a) be the chief executive officer of the Corporation, and have general active management of the business of the Corporation; (b) preside at all meetings of the Board; (c) see that all orders and resolutions of the Board are carried into effect; (d) sign and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles, these Sections or the Board of Directors to some other officer or agent of the Corporation; (e) maintain records of and certify proceedings of the Board of Directors and members; (f) appoint committee chairs and member; and (g) perform such other duties as may from time to time be prescribed by the Board. A President shall serve as an "Advisor" during the term following his or her term as President.

**Section 7.5 Vice President.** The Vice President (if one is elected) shall have such powers and shall perform such duties as may be specified in these Sections or prescribed by the Board of Directors. In the event of absence or disability of the President, the Vice President shall succeed to the power and duties of the President.

**Section 7.6 Treasurer.** Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer shall (a) keep accurate financial records for the Corporation; (b) deposit all monies, drafts and checks in the name of and to the credit of the Corporation in such banks and depositories as the Board of Directors shall designate from time to time; (c) endorse for deposit all notes, checks and drafts received by the Corporation as ordered by the Board, making proper vouchers therefore; (d) disburse corporate funds and issue checks and drafts in the name of the Corporation, as ordered by the Board; (e) render to the President and the Board of Directors, whenever requested, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation; (f) create and submit sales tax reports and other reporting documents according to state and federal laws for non-profits; and (g) perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

**Section 7.7 Secretary.** The Secretary shall, unless otherwise determined by the Board, be secretary of and attend all Board of Directors meetings, record the proceedings (minutes) of such meetings, provide the record of proceedings to the Board, and whenever necessary, certify such proceedings. The Secretary shall give proper notice of meetings to Directors and shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

**Section 7.8 Executive Director.** The Board of Directors may designate an Executive Director of this Corporation who shall have such duties, powers and authorities as are from time to

time delegated to them by the Board or President, including general and active management authority. The performance of the Executive Director shall be evaluated annually by the Officers of the Corporation.

**Section 7.9 Other Officers.** Any other Officers appointed by the Board of Directors shall perform such duties and be responsible for such functions as the Board of Directors may prescribe.

**Section 7.10 Delegation.** Unless prohibited by a resolution by the Board of Directors, an officer elected or appointed by the Board may delegate in writing some or all of the duties and powers of his or her office to other persons. Any officer who delegates the duties or powers of his or her office remain subject to the appropriate standard of conduct for an officer, with respect to the discharge of all duties and powers so delegated.

**Section 7.11 Contract Rights.** The election or appointment of a person as an officer or agent does not, of itself, create contract rights. The Corporation may enter into a contract with any officer or agent for a period, if, in the judgment of the Board of Directors, the contract will be in the best interests of the Corporation. That the contract may be for a term longer than the terms of the Directors who authorized or approved the contract does not make the contract void or voidable.

## **ARTICLE 8 – COMMITTEES**

**Section 8.1 Establishment.** The Board of Directors may designate and act, by and through such committees as may be specified in resolutions adopted by the Board of Directors. Each committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such Committee shall at all times be subject to the control and direction of the Board of Directors.

**Section 8.2 Committee Procedures.** Each Committee of this Corporation may establish the time for its regular meetings and may change that time, as it from time to time deems advisable. Special meetings of any committee may be called by the director, coordinator, or chairperson of the committee or by any member of the Board of Directors. Five days' notice by email or telephone shall be given of any special meeting of a committee. Committee meetings minutes must be made available upon request to members of the committee and to any member of the Board. At all committee meetings, each member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of a majority of the membership of any committee shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a committee present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee. Votes resulting in a tie may be brought to the Board for determination.

**Section 8.3 Electronic Communication.** A conference among members of any committee designated by the Board of Directors by means of any communication through which the members of the committee may hear each other during the conference constitutes a meeting of the committee, if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means also constitutes presence in person at the meeting.

## ARTICLE 9 - FINANCIAL MATTERS

**Section 9.1 Books and Records.** The Board of Directors of the Corporation shall cause to be kept:

- (a) Records of all proceedings of the Board of Directors and the Executive Committee, if any;
- (b) All financial statements of the Corporation;
- (c) Such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

**Section 9.2 Accounting System and Audit.** The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for the Corporation. The Board of Directors may direct the records and books of account of the Corporation to be audited at such times as it may deem necessary or appropriate and may retain such person or firm for such purposes as it may deem appropriate.

**Section 9.3 Loans and Advances.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. Additionally, the Corporation will not advance to anyone including its directors, officers, staff, or volunteers any amounts calculated to cover expenses that are reasonably anticipated in the performance of anyone's duties. Reimbursement will occur in either real-time or after the submission of receipts itemizing the costs to be reimbursed.

**Section 9.4 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, 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.

**Section 9.5 Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 9.6 Checks, Drafts, and Other Matters.** All checks, drafts, or other orders for the payment of money and all notes, bonds, or other evidences of indebtedness issued in the name of this Corporation shall be signed by such officer or officers, agent or agents, employee or employees of the Corporation and in such manner as may be determined by resolution of the Board of Directors.

## ARTICLE 10 - INDEMNIFICATION; STANDARD OF CONDUCT

**Section 10.1 Indemnification.** The Corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended.

**Section 10.2 Conflicts of Interest.** A Board member or Director of the Corporation shall discharge the duties of a position in good faith, in a manner the individual reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like

position would exercise under similar circumstances, said individual being entitled to rely on information, opinions, reports or statements, including financial statements and other financial data in each case prepared or presented as described in the Minnesota Nonprofit Corporation Act. A contract or other transaction between the Corporation and: (1) its Director or a member of the family of its Director; (2) a Director of a related organization, or a member of the family of a Director of a related organization; (3) an organization in or of which the Corporation's Director, or a member of the family of its Director, is a Director, officer or legal representative, or has a material financial interest, is not void or voidable because the Director or the other individual or organization are parties, or because the Director is present at the meeting of the members of the Board of Directors or a committee at which the contract or transaction is authorized or ratified if:

- (a) The contract or transaction was, and the person asserting the validity of the contract or transaction was, fair and reasonable as to the Corporation 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 interest are fully disclosed or known to the members and the contract or transaction is approved in good faith by two-thirds of the members entitled to vote, not counting any vote that the interested Director might otherwise have, or the unanimous affirmative vote of all members, whether or not entitled to vote;
- (c) The material facts as to the contract or transaction and as to the Director's interest are fully disclosed or known to the Board of Directors or a committee, and the Board of Directors or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board of Directors or the committee, not counting any vote that the interested Director might otherwise have, and not counting the Director in determining the presence of a quorum; or
- (d) The contract or transaction is a merger or consolidation described in Minnesota Statutes Section 317A.601.

**Section 10.3**    **Material Financial Interest.** For purposes of the immediately preceding paragraph:

- (a) A resolution fixing the compensation of a Director or fixing the compensation of another Director as a Director, officer, employee or agent of the Corporation, is not void or voidable or considered to be a contract or other transaction between a Corporation and one or more of its Directors even though the Director receiving the compensation fixed by the resolution is present and voting at the meeting of the Board of Directors or a committee at which the resolution is authorized, approved or ratified or even though other Directors voting upon the resolution are also receiving compensation from the Corporation; 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, and the brothers and sisters of



the spouse of the Director, or any combination of them have a material financial interest. For purposes of this policy, a contract or other transaction between a Corporation and the spouse, parents, children and spouses of children, brothers and sisters, spouses of brothers and sisters, and the brothers and sisters of the spouse of a Director, or any combination of them, is considered to be a transaction between the Corporation and the Director.

**Section 10.4 Conflicts of Interest Policy.** The Board of Directors shall adopt and enforce a conflicts of interest policy that may impose, among other things, disclosure, nonparticipation and other requirements.

**Section 10.5 Standard of Conduct.** Each Director and officer shall discharge his or her duties as a Director or officer in good faith, in a manner which the Director or officer reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

**Section 10.6 Social Media Policy.** The Board of Directors shall adopt and enforce a Social Media Policy. For the purposes of this policy, social media should be understood to include any website or forum that allows for the open communication on the internet including, but not limited to:

- (a) Social Networking Sites (LinkedIn, Facebook); Micro-blogging Sites (Twitter); Blogs (including personal blogs); Video and photo-sharing websites (You Tube; Flickr; Snapchat) etc. Directors and members acting on behalf of the Corporation must act appropriately when posting online. Any online behavior should be consistent with the Corporation's values with respect to ethics, confidential information, discrimination and harassment and respect. Because tone can be interpreted in different ways by readers, Directors and members acting on behalf of the Corporation should not engage in any online conduct that would not be acceptable or appropriate in the workplace, including derogatory or discriminatory remarks, threats, intimidation, harassment, insults, slander or defamation. When posting anything online, Directors and members acting on behalf of the Corporation should always be fair and respectful to members, non- members, colleagues, or other individuals. The Board of Directors or designated member acting on behalf of the Corporation reserves the right to request any posting be removed. Failure to follow this policy shall be cause for removal of the individual by the affirmative vote of the Board of Directors (without prejudice, however, to any contract rights of such officer).

## **ARTICLE 11 - MANNER OF NOTICE**

**Section 11.1 Manner of Notice.** Any notice, request, demand, or other communication required or permitted under these Sections, unless a Section otherwise specifically provides for other manner of notice, must be given in writing and shall be considered as properly given: (i) if mailed by first class United States mail, postage prepaid, registered or certified with return receipt requested; (ii) by delivering same in person to the intended addressee; (iii) by delivery to a reputable independent third party commercial delivery service for same day or next day delivery and providing for evidence of receipt at the office of the intended addressee; or (iv) by telefacsimile

or electronic mail to the addressee. Notice so mailed shall be effective upon its deposit with the United States Postal Service or any successor thereto; notice given by personal delivery shall be effective only if and when received by the addressee; notice sent by a commercial delivery service shall be effective upon delivery to such commercial delivery service; notice sent by telefacsimile or electronic mail, or by other means shall be effective only if and when received at the office or designated place or machine of the intended addressee To the extent actual receipt is required, rejection or other refusal to accept or the inability to deliver because of changed address of which no notice was received shall be deemed to be receipt of the notice, demand, request or other communication sent. For purposes of notice, the address of the parties shall be as set forth as follows: P.O. Box 25773, Woodbury, MN 55125.

## **ARTICLE 12 – MERGER OR CONSOLIDATION**

**Section 12.1 Plan of Merger or Consolidation.** In the event of a merger or consolidation, the Corporation shall follow the requirements contained in Minnesota Statute 317A.611.

## **ARTICLE 13 - AMENDMENTS**

**Section 13.1 Amendments.** Except as restricted in these Sections, the power to amend the Bylaws is vested in the Board of Directors and must be approved by a majority of the Directors then in office.

The undersigned Secretary of Minnesota Boxer Rescue hereby certifies that the foregoing Bylaws were adopted as the complete Amended and Restated Bylaws of the Corporation by the Board of Directors of said Corporation on 5-19-2021.

By: Lauren Vegdahl  
Lauren Vegdahl, Secretary

Reviewed and Approved by MNBR Board of Directors on May 15, 2021