

BYLAWS
LOGAN’S RUN RESCUE
Adopted 3-21-09
Revisions in Blue Adopted 2/18/10
Revisions in Brown adopted 7/13/10
Revisions in Red adopted 12/17/10

ARTICLE I - Name and Purpose

- Section 1 The **Name** of this **Corporation** shall be **LOGAN’S RUN RESCUE**, a nonprofit Corporation. The name is in honor of Logan, a King Charles Cavalier Spaniel, who died tragically July 17, 2008, and who loved to run. **Hereafter, the term “Rescue” will refer to the Corporation.**
- Section 2 The **“Call”** of Logan’s Run Rescue is to give humane care and rescue to abandoned animals and to promote spay and neutering of pets; to reduce over-population while adopting a commitment to change the community’s awareness and educate the public to support legislation improving the welfare of companion pets. LOGAN’S RUN RESCUE will not endorse or support euthanizing healthy animals with reasonable temperaments, including those who are elderly. This Rescue will attempt to treat those that are sick and work to improve the temperament of those who are ill-tempered because of past treatment or a lack of socialization.
- Section 3 The **Purpose** of this Rescue:
- A. To do and perform such matters as are allowed by law for a tax exempt nonprofit Corporation, as defined in Article XI, and as may be reasonably convenient or necessary, to attain the objectives and ends for which the Rescue was organized as provided herein, provided that no part of Rescue funds shall be used to benefit any member of the Rescue.
 - B. To empower the Board of Directors to govern Logan’s Run Rescue and to acquire, lease/rent, purchase, own, operate, encumber, sell, and convey real or personal property for the use of the Rescue, and to obtain Rescue income from any accumulated funds to promote the purposes of the organization to the extent permitted for a tax exempt Corporation.

ARTICLE II - Membership

- Section 1 **Members:** Members must be of the age of majority in the state of North Carolina. The Founding Membership will consist of Jeanne & Ray Schick, Linda & Roy Bamfield, Lynne Wilson, Terry Drinkut, Kathleen & Mark Lyden, Susan

Cranstone, Victoria & Sam Mabry, Gail & Steve Sikes, Joan & Carl Anderson and Ronald Stoessell and Londi (Yolanda H.) Moore. **Members who joined before 2010 will also be considered Founding Members, adding Waylon and Marian Hill, Charlene Lanza, and Linda and Gary Gilmore to the list of Founding Members.** Members join by being nominated by a Board Member and voted into the Rescue by a two-thirds vote of all **Founding** Members of the Rescue, during a Quarterly Board meeting. Members can resign their membership at any time by submitting written notice to the Secretary. **Founding Members who have left the Rescue or become Inactive Members can be replaced from the General Membership at a Quarterly Meeting with a two thirds vote of the remaining Founding Members.**

Section 2 **Disciplinary Action:** Any member, whose conduct has been injurious to the Rescue, in the judgment of the Board of Directors, may be removed by a two-thirds vote of all **Founding** Members of the Rescue, during a Quarterly Board meeting.

Section 3 **Inactive Membership: Beginning in 2011, any member who does not participate in activities of Logan's Run Rescue for a period of 6 months will be transferred to inactive member status. Inactive members can be restored to active General Membership by a two thirds vote of all Founding Members.**

ARTICLE III - Finances

Section 1 **Contributions:** The Rescue may receive, at the discretion of the Board of Directors, voluntary contributions in support of its programs of charitable work and activities, and for special charitable purposes. Contribution Records, in detail, must be kept and made available upon request to all members; however, disclosure of Donor's names requires their written approval.

Section 2 **Financial Statements & Summaries :** Shall be given by the Treasurer at each quarterly meeting. The Vice President shall safe-keep these financial reports and these reports shall be available upon request to all members.

Section 3 **Fiscal Year:** The fiscal year-end of this Rescue shall be December 31st.

Section 4 **Quarterly Audit:** The financial books of the Rescue shall be reviewed by the Board of Directors in detail at each quarterly meeting.

ARTICLE IV - Meetings, Elections, Quorum, Business

Section 1 **Board Meetings:** Scheduled Board meetings, beginning in April, 2009, will be held quarterly and called by the President. Special Board meetings can be called by the President or a majority of members of the Board. Notice of Board meetings will be sent by the Secretary to all members of the Rescue as defined in Section 8 in ARTICLE V. All members are encouraged to attend Board meetings.

Section 2 **Elections:** The Board of Directors shall be selected from the membership of the Rescue. Members of the Initial Board of Directors, established by mutual agreement among the Founding Members by the filing this document, are: Officers: President, Roy Bamfield; Vice President, Joan Anderson ; Secretary, Victoria Mabry; Treasurer, Jeanne Schick; and Coordinators: Lynne Wilson, Terry Drinkut, Ronald Stoessell, Londi (Yolanda) Moore, Linda Bamfield, and Mark Lyden.

Board Elections will be conducted by the President during the April quarterly Board Meeting, beginning in 2010. Nominations can be from the Board and from the floor. Each member of the Rescue can vote for as many different Directors as the number of positions to be filled. Candidates with the most votes are elected. The Board must have enough Directors to fill the positions of the Officers and Coordinators defined in **ARTICLE V**; however, a Director may fill up to two positions, but only one position as an officer. The elected Board will select its Officers and Coordinators. Vacant Board positions, occurring between the April quarterly Board meetings, can be filled by appointment **from the general membership** by majority vote of the Board of Directors at a quarterly Board meeting.

Section 3 **Quorums:** Sixty percent of the Board of Directors will constitute a Quorum to conduct business at an official Board meeting. A Quorum to conduct an election to the Board will be met by a majority of the members of the Rescue. A Quorum to approve new members, remove members, and to amend the Bylaws will be met with two-thirds of the **Founding** Members of the Rescue.

Section 4 **Business:** A majority of the Board is necessary to pass motions by the Board. Total vote requirements by the members to approve new members, remove members, elect Board members, and amend Bylaws are defined, respectively, in Sections 1 of **ARTICLE II**, Section 2 of **ARTICLE II**, Section 2 of **ARTICLE IV**, and **ARTICLE VII**. Directors and members not present may vote and participate in Board meetings and elections through speaker phones or other electronic means. Business conducted by the Rescue must advance the Purpose of the Rescue and conform to Article XI.

ARTICLE V – Board of Directors

- Section 1 **Authority:** The Board of Directors shall have control of and be responsible for the management of property and routine affairs of the Rescue and generally shall have power to do, or require to be done, anything deemed necessary or expedient for the promotion of its welfare.
- Section 2 **Financial Integrity:** No Member may serve on the Board of Directors who stands to gain financially from any transaction from which he or she would benefit. Inurement conditions are defined in Section 5 of **Article XI**. The Conflict of Interest Policy for this Rescue is given in Appendix A.
- Section 3 **Board of Directors:** Members of the Board of Directors shall consist of Officers and Coordinators as defined in Section 6 through Section 16 of **ARTICLE V**.
- Section 4 **Votes:** Each member of the Board of Directors shall have one vote on matters before the Board. The President shall only vote to break a tie vote.
- Section 5 **Terms and Term Limits:** Members of the Board of Directors must stand for election or reelection at each April quarterly Board Meeting. Officers and Coordinators may serve for unlimited terms if reelected.
- Section 6 **President:** The President shall be the Chief Executive Officer and Authorized Representative of the Rescue. He or she shall preside at meetings of the Board and unite consensus and direction among members. The President shall be kept current of all activities of the Rescue and serve as the Communication Leader. The President shall also seek information of any innovative techniques and approaches we may apply to solving animal overpopulation in the community.
- Section 7 **Vice-President:** The Vice-President shall, in the absence or disability of the President, perform the duties of the President and act in his or her stead. Therefore, the Vice-President shall be kept current of all activities of the Rescue, “in case called upon to serve.” The VP shall also safe-keep the hard copy of our financial records and the summary records of the Coordinators.
- Section 8 **Secretary:** He or she shall preserve the record of the minutes of the meetings of the Board of Directors in a book or books to be kept for that purpose. He or she shall serve as Historian and keep photographs, newspaper clippings, public acknowledgments, letters of information and other pertinent information to the Society. The minutes should be transcribed and distributed within 7 days of a board meeting by either email or U. S. Mail. With notification from the President, the Secretary shall set the date and call for all Board Meetings. At least two

week's notice of each Board Meeting, including a brief agenda of (1) issues to be decided at Special Board Meetings and (2) extraordinary events to be decided, upcoming elections involving the general membership, and approval or removal of members at quarterly Board Meetings shall be sent to each member of the Rescue by either email or First Class U. S. Mail. To be valid, notifications by email must be acknowledged by return email. The Secretary shall have custody of the Bylaws and notify the Secretary of State of Amendments to the Bylaws. The membership records shall be kept in Excel. The complete set of books and records shall be transferred to the succeeding Secretary for preservation.

Section 9

Treasurer: The Treasurer shall deposit all money, checks, and other obligations to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors. The Treasurer shall disburse or direct the disbursement of the funds of the Rescue, keeping receipts for such disbursements. The Treasurer shall send appropriate thank-you letters to Contributors and keep a Summary of Donors. The Treasurer shall generally perform all duties incident to the position of Treasurer, subject to control of the Board of Directors. He or she shall render a quarterly Statement of Income/Expense Transactions and distribute to each Board member within 7 days of the end of the previous Quarter. The Treasurer shall provide hard-copy of statements and summaries occurring in the last quarter at the Board of Directors' quarterly Meeting. A complete Year-End Annual Statement & Summary will be provided in hard-copy at the 1st annual quarterly board meeting. Rescue bank records/transactions shall be kept in Quicken or Quick Books, which will provide the Statements/Reports required. Summaries of all income and expense transactions, Contribution Records, etc. shall be kept in Excel.

Section 10

Foster and Adoption Coordinator (FAC): The FAC will place our intake pets with available fosters, arrange for potential adopters to see the animals, communicate with fosters and adopters, and make home visits to verify good living conditions. The FAC will keep all records of fostered and adopted animals, including copies of the records of the RTC and MCC, and provide a report on fosters and adoptions at each quarterly Board meeting. The FAC will keep all records maintained by past Coordinators serving as FAC, RTC, and MCC. Summaries of these records will be maintained in Excel.

Section 11

Rescue and Transport Coordinator (RTC): The RTC will seek out rescues for our intake pets, check them out, and arrange for transport to the rescues. The RTC will keep all transport and rescue records and provide a report on rescues and transport at each quarterly Board meeting. All rescues accepting pets must be qualified as an exempt organizations under section 501(c)(3) of the Internal Revenue Code.

- Section 12 **Medical Care Coordinator (MCC):** The MCC will arrange for medical treatment of animals needing medical care and monitor their recovery. The MCC will be responsible for obtaining medical certificates needed to transport the animals. The MCC will keep all medical records and provide a report on medical care at each quarterly Board meeting.
- Section 13 **Fund Raising and Marketing Coordinator (FRMC):** The FRMC will plan and oversee fundraisers, and create advertising and marketing for our organization and for pets that need adoption.
- Section 14 **Community Awareness Coordinator (CAC):** The CAC will plan campaigns to educate the community of existing laws and propose changes to legislation that reduces animal overpopulation and animal cruelty, and enhances the quality of life for abandoned pets in our community.
- Section 15 **Web Coordinator (WC):** The WC will maintain the web site for Logan’s Run Rescue; posting pictures, information, etc. to aid in promoting the purposes of the organization. The WC will be responsible for accurate posting of animals on Petfinder and for posting pictures of animals for adoption, along with information on their personalities and medical histories, on the website.
- Section 16 **Grants and Public Records Coordinator (GPRC):** **The GPRC will write and oversee grant applications, maintain the public LLR records on the web site and produce write-ups of LLR animals for use in placing them through newspapers and other public media.**
- Section 17 **Committees:** The Board of Directors may establish committees in achieving the Call of Logan’s Run Rescue. Each committee shall include at least one member of the Board of Directors.

ARTICLE VI - General Provisions

Section 1 **Order of Business:**

The order of business at all board meetings, so far as possible, shall be as follows:

- A. Call to Order
- B. Roll Call (establish that a necessary quorum is present if votes are to be taken)
- C. Secretary will confirm all Board Members have read the Proceeding Minutes and seek Approval of Minutes
- D. Treasurer’s Report
- E. Reports of Coordinators, followed by Committees
- F. Old Business

- G. New Business
- H. Adjournment

Section 2 **Publication Policy:** Material that is published or broadcast by any member using the name or implied approval of Logan’s Run Rescue, must have prior approval of the President.

Section 3 **Remuneration:** Officers and members of the Board of Directors and other members of this Rescue shall serve without remuneration, but may be reimbursed expenses incurred while in service to the Rescue with approval from the President. Expenses should be submitted to the Treasurer for reimbursement.

Section 4 Procedural items not covered by the Bylaws, Articles of Incorporation, or by the North Carolina and Federal statutes governing non-profit Corporations, and not addressed by procedures established by the Board of Directors, will follow Robert’s Rules of Order.

ARTICLE VII – Amendment of Bylaws

Two-thirds of the **Founding** Members can petition the President for an amendment or repeal of any article in the Bylaws during an upcoming quarterly Board meeting. The Secretary must notify the membership of the proposed changes as described in Section 8 of **ARTICLE V**. During the Board meeting, the President will call for a vote by **Founding** Members of the Rescue on the proposed change in Bylaws. Changes to the Articles require approval by two-thirds of the **Founding** Members of the Rescue.

ARTICLE VIII - Indemnification

The members of the Board of Directors of the Rescue shall be indemnified by the Rescue to the fullest extent permissible under the laws of the State of North Carolina.

ARTICLE IX - Immunity

The members of the Board of Directors of the Rescue shall not be personally liable for the debts, liabilities, or other obligations of the Rescue.

ARTICLE X - Dissolution of the Corporation

Dissolution of Logan's Run Rescue will occur with the decrease in membership for one year below the number of members needed to fill the positions on the Board of Directors. The remaining Members of the Board of Directors will distribute assets of the Rescue in accordance with Section 5 of **ARTICLE XI**.

ARTICLE XI - IRC 501 (c) (3) Non-Profit Purposes and Tax Exemption Provisions

Section 1 **IRC SECTION 501 (c) (3) PURPOSES** This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, 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.

Section 2 **SPECIFIC OBJECTIVES AND PURPOSES** The specific objectives and purposes of this corporation shall be: to help abused , abandoned, or injured domestic animals; to educate and inform the public as to the need for their support and assistance.

Section 3 **LIMITATIONS ON ACTIVITIES** No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501 (h) of the Internal Revenue Code]. And this corporation shall not participate in, 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 provisions of these Bylaws, this corporation shall not carry on any 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 (b) contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

Section 4 **PROHIBITION AGAINST PRIVATE INUREMENT** No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or 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 purposes of this corporation.

Section 5 **DISTRIBUTION OF ASSETS** 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 to the federal government, or to a state or local government, for a public purpose or to an organization or organizations qualifying as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 6

PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS In any taxable year in which this corporation is a private foundation as described in Section 509 (a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

ARTICLE XII - Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to Articles of Incorporation shall be to the founding document of this corporation filed in the North Carolina Office of the Secretary of State and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Appendix A: Conflict of Interest Policy for Logan's Run Rescue

ARTICLE I – Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Rescue) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Rescue or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II – Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing Board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Rescue has a transaction or arrangement,
- b.** A compensation arrangement with the Rescue or with any entity or individual with which the Rescue has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Rescue is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III - Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Rescue can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Rescue's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV – Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V - Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Rescue for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Rescue for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Rescue, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI – Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Rescue is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII – Periodic Reviews

To ensure the Rescue operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Rescue's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII – Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Rescue may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.