

**BYLAWS  
LOGAN'S RUN RESCUE**

**ARTICLE I - Name and Purpose**

**Section 1** The name of this corporation shall be **LOGAN'S RUN RESCUE**, a non-profit corporation. 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 overpopulation while adopting a commitment to change the community's awareness and educate the public to support legislation improving the welfare of companion animals. 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 non-profit 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. Founding members shall retain that designation throughout their membership. Volunteers, after volunteering for at least six (6) months, may be nominated for membership by any current active member. Membership is granted by a majority vote of the entire Board of Directors. Members may resign their membership at any time by submitting written notice to the Secretary.

**Section 2** **Disciplinary Action:** Any member, whose conduct has been injurious to the Rescue or its members, in the judgment of the Board of Directors, may be removed or suspended by a majority vote of the entire Board of Directors.

- A. Any member asked to resign or leave the Rescue by the majority of the Board of Directors and subsequently resigns or is voted out by the majority of the Board of Directors is no longer eligible to be a member in the future.
- B. Any volunteer asked to leave the Rescue by the Board of Directors and subsequently resigns is no longer eligible to be a volunteer in the future.
- C. Any Board of Director asked to resign his or her Board of Director position due to disciplinary reasons by the majority of the Board of Directors and subsequently resigns or is voted out of their Board of Director position is no longer eligible to be a Board Member in the future.

**Section 3**     **Inactive Membership:** Any member who does not participate in activities of Logan’s Run Rescue for a period of six (6) months will be transferred to inactive member status. Participation is defined as fostering, volunteering at the Thrift Store, transporting animals, assisting at adoption events, and working at fundraisers on a consistent basis as determined by the Board of Directors. Inactive members may be restored to active General Membership by a majority vote of the entire Board of Directors.

**Section 4**     Once a member has been transferred to “inactive” (as defined in Section 3) and does not, in the judgment of the Board, exhibit extensive participation as a volunteer for the six months following the start of inactive status, the inactive member may be removed by a majority vote of the entire Board of Directors. To move from inactive back to active requires a majority vote from the Board of Directors.

### **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 of this Rescue shall be January 1-December 31st.

**Section 4**     **Quarterly Audit:** The financial books of the Rescue shall be reviewed by the Board of Directors in detail upon the receipt of the financial reports.

**Section 5**     **Limitations on Expenditures:** Expenditures that are not reoccurring (i.e., rent, electricity, dog medicines) over the amount of two-hundred fifty dollars (\$250.00) shall require approval by a majority vote of the entire Board of Directors.

#### **ARTICLE IV - Meetings, Elections, Quorum, Business**

**Section 1**     **Board Meetings:** Scheduled Board meetings will be held as necessary, but no less than quarterly and called by the President. Special Board meetings may be called by the President or a majority of members of the Board petitioning the President. Notice of Board meetings will be sent by the Secretary to all members of the Rescue as defined in Section 8 in ARTICLE V. Executive Sessions, as defined in Robert's Rules of Order, are closed to the general membership.

**Section 2**     **Elections:** The Board of Directors shall be selected from the membership of the Rescue.

The Board will serve two-year terms beginning 2<sup>nd</sup> Quarter 2014 elections. Board Elections will be conducted by the President during the 2<sup>nd</sup> quarterly membership meeting. A Nominating Committee may be established. Candidates running for election must run for a specific Board position. Any active member may nominate any active member for a specific Board position by contacting the Secretary at least fifteen (15) days prior to the scheduled election. Nominations may also be made from the floor on the day of elections. Candidates with the most votes for the specific Board position for which they are running are elected. Up to three directors will be appointed by the Board of Directors. At other times, vacant Board positions can be filled by appointment from the general membership by majority vote of the Board of Directors at a Board meeting.

**Section 3**     **Quorums:** A majority 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 or to take action on any issue at a general membership meeting will be four (4) Board members and a majority of the general members of the rescue at the time of the vote.

**Section 4**     **Business:** Directors and members not present at a meeting may vote and participate in Board meetings and elections through speaker phones or other electronic means as defined in Robert's Rules of Order. No member of the Rescue shall vote by proxy. 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 involving the Rescue. 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 Directors as defined in Section 6 through Section 11 of **ARTICLE V**. Each member of the Board of Directors shall submit a summarized written report, of the activities in their area of responsibility, at each quarterly meeting.
- 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 every 2 years beginning 2<sup>nd</sup> Quarter 2014 elections at the second quarterly membership meeting. Officers and Directors 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 actively promote 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 concerning any innovative techniques and approaches that might be applied to solving animal overpopulation and animal cruelty 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. The Vice President will oversee the thrift store operations.
- Section 8**     **Secretary:** The Secretary shall preserve the record of the minutes of all meetings in a secure place. The minutes should be transcribed and distributed within 7 days of a meeting by either email or U. S. Mail. With notification from the President, the Secretary shall set the date and call for all meetings. The Secretary shall maintain the list of active Founding Members. The Secretary shall maintain a list of all members in good standing and provide this list at each meeting. The Secretary shall notify the membership of scheduled meetings via email in the following manner: 7 days prior for membership meetings, 5 days prior for Board

meetings, and 72 hours prior to Special meetings. The complete set of 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 Rescue 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 quarterly meeting. A complete Year-End Annual Statement & Summary will be provided in hard-copy at the 1<sup>st</sup> quarterly membership meeting of the fiscal year. 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. The Treasurer shall be responsible for maintaining liability insurance for the Rescue and updating the Board of Directors concerning policy coverage. The Board of Directors shall govern any approvals or changes in policy terms or carrier.
- Section 10** **Director:** Attends Board of Directors meetings, Special Meetings, Executive Sessions, and quarterly membership meetings. They actively participate and support the Board as directed by the President. Responsibilities may include one or more of the following as directed by the President: Animal Intake, Spay and Neuter Programs, Thrift Store Operations, Community Awareness, Education, Internet, Web and Social Media, Grants, and Fundraising.
- Section 11** **Director:** Attends Board of Directors meetings, Special Meetings, Executive Sessions, and quarterly membership meetings. They actively participate and support the Board as directed by the President. Responsibilities may include one or more of the following as directed by the President: Animal Intake, Spay and Neuter Programs, Thrift Store Operations, Community Awareness, Education, Internet, Web and Social Media, Grants, and Fundraising.
- Section 12** **Director:** Attends Board of Directors meetings, Special Meetings, Executive Sessions, and quarterly membership meetings. They actively participate and support the Board as directed by the President. Responsibilities may include one or more of the following as directed by the President: Animal Intake, Spay and Neuter Programs, Thrift Store Operations, Community Awareness, Education, Internet, Web and Social Media, Grants, and Fundraising.
- Section 13** **Standing Committees:** The Board of Directors may establish standing committees in achieving the call of Logan's Run Rescue. The President will

appoint committee chairs with the majority approval of the Board of Directors. Any Board member may chair a committee. The President is ex-officio member of all committees. Any committee seeking funds over two-hundred fifty dollars (\$250.00) must submit a budget for approval to 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 the meeting to Order
- B. Roll Call of Board of Directors (establish that a necessary quorum is present)
- C. Approval of previous meeting's minutes
- D. Treasurer's Report
- E. Board of Directors and Special Committee reports
- F. Unfinished Business
- G. New Business
- H. For the good of the Rescue (any announcements)
- I. 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

Five (5) members can petition the Board of Directors to consider an amendment or repeal of any article in the By-laws during an upcoming Board meeting. The Secretary must notify the membership of the proposed changes as described in Section 8 of **ARTICLE V**. During the quarterly membership meeting, the President may call for a vote by the members of the Rescue on the proposed change in Bylaws. Changes to the Articles require approval by a majority vote of the members of the Rescue in attendance and a majority of the individuals then serving as directors.

### **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 reduce pet overpopulation via spay/neuter, and 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]. 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 (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 a dog and/or cat rescue 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.

## **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, director, member or volunteer 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. All active, voting members of the Rescue, 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 substantial as determined by the Board of Directors. 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 Board of Directors-determines 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 Board of Directors considering the proposed transaction or arrangement.

Each member has the affirmative responsibility to report to the Board of Directors any and all knowledge of any action or conduct that appears to be contrary to conflict of interest policy for the Rescue.

Current members of the Rescue must file with the Board of Directors a list of his or her principal business activities, as well as involvement with other charitable and business organizations, vendors or business interests, or with any other associations that might produce a conflict of interest.

All members are under a continuing obligation to make full disclosure to the Board of Directors of all situations involving either actual or potential conflicts of interest, whenever such situations may arise.

## **2. Determining Whether a Conflict of Interest Exists**

A conflict of interest exists when a member's duty to give individual loyalty to the Rescue can be prejudiced by actual or potential benefit from another source. A member should refrain from entering into any particular transaction or establishing any relationship with others if the member's duty of loyalty and diligence to the Rescue is or may be impaired.

After disclosure of the conflict of interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Director's meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board 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 Board of Director's 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 Board of Directors 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 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 – 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 VI – 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 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 VII – 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.