



**Paws & Claws
Humane Society**

BYLAWS



ARTICLE 1. NAME OF CORPORATION.

The name of this corporation shall be Paws & Claws, Inc., also known as Paws & Claws Humane Society. The corporation headquarters shall be located in Rochester, MN.

ARTICLE 2. PURPOSE OF CORPORATION.

This corporation shall perform the following, but not exhaustive, list of charitable functions and activities relating to lost, abandoned, or unwanted animals:

- A. Operate a service primarily focused on lost and found animals.
- B. Maintain shelters and foster homes for temporary care of unclaimed animals.
- C. Organize and/or participate in the placement of unclaimed or unwanted animals in suitable new homes.
- D. Distribute educational information to the public concerning the proper, humane care and sheltering of animals.
- E. Aid law enforcement officials in animal-related situations as appropriate, upon request.
- F. Raise, solicit, invest, manage, and distribute funds to aide in the above listed and other related functions as deemed appropriate and in compliance with the rules and regulations prescribed to any organization exempt under Section 501 of the Internal Revenue Code and its corresponding regulations.

ARTICLE 3. BOARD OF DIRECTORS.

3.1. Board Membership. The Board of Directors shall consist of three (3) to fifteen (15) directors elected by the membership of the corporation at the annual meeting of the membership. Directors may be added or a vacant seat left vacant at the discretion of the Board, except that there shall always be at least three (3) and not more than fifteen (15) directors.

3.2. Performance Expectations. Each Board Member is expected to participate in the mission and work of the organization. The following expectations shall be met to maintain a position on the board. Each Board Member shall:

- A. Believe in, advocate for, and be an ambassador of the mission, vision, and values of the Paws and Claws Humane Society.
- B. Work collaboratively with other Board Members to fulfill the obligations and objectives of the Board of Directors.
- C. Attend a minimum of two-thirds of Board Meetings and Committee Meetings. Come to meetings prepared, and actively participate in Board discussions and decision-making.



- D. Participate as able in the operation of the shelter through volunteer activity beyond Board membership.
- E. Participate as able in fundraising efforts through participation in organized fundraising events, relationship building, active solicitation of donations and sponsorship, and personal contribution.
- F. Inform the Board of Directors of any potential conflicts of interest, whether real or perceived, and abide by the decision of the Board related to the scenario in question.
- G. Respect the authority of the shelter manager and staff. No individual Board Member may circumvent any policy or process of the shelter, nor give work direction to the shelter manager or any member of the staff, or any volunteer.
- H. Agree to step down from the Board if unable to meet these expectations. Any Board Member who is not meeting these expectations and does not voluntarily vacate their Board position will be subject to removal as outlined in this document.

3.3. Officers of the Board.

- A. Election of Officers. The Board shall meet as soon as possible following each annual meeting election, or at such other time as the Board designates, to elect new Officers. The outgoing Officers shall assist the new Officers in assuming their new positions to assure continuity of leadership.
- B. Board Officers. The Board of Directors shall elect, by a majority vote of the Directors present at the meeting, or any subsequent meeting, a Chairperson, a Vice Chairperson, a Treasurer, a Secretary, and such other Officers as it deems appropriate.
 - 1. Chairperson. The Chairperson shall be responsible for overseeing the general management and control of the business affairs of the corporation, subject to the control of the Board of Directors. The Chairperson shall preside at all meetings of the membership and of the Board, except that in the event of the Chairperson's absence or resignation, the Vice Chairperson shall preside over such meetings. The Chairperson shall have such authority which by usual and common acceptance are performed and possessed by the chief officer(s) of a non-profit organization.
 - 2. Vice Chairperson. The Vice Chairperson shall act as an aide to the Chairperson and shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson.
 - 3. Treasurer. The Treasurer shall maintain books using standard accounting procedures of all income and expenditures of the corporation. The Treasurer will make a report to the Board of Directors at each regular meeting of the Board; at any other meeting of the Board at the request of any Director made at least five (5) days prior to the meeting date; and to the membership at the annual meeting.
 - 4. Secretary. The Secretary shall keep minutes of all meetings of the members and the meetings of the Board of Directors. The Secretary shall give notice or cause notice to



be given as prescribed above for all regular and special meetings and shall also perform such other duties as may be assigned the Secretary by the Board of Directors.

- C. Officer Terms. Each Officer of the Board shall serve a term of one (1) year. There shall be no limit to the number of consecutive terms served as an Officer while on the Board of Directors. Any vacancies occurring during the term of office shall be filled from among the remaining Directors.

3.4. Authority. The Board of Directors is responsible for setting policy, establishing membership dues, delegating operational responsibility as appropriate, overseeing managing agents with delegated authority, managing property, and directing the general business of the corporation.

- A. Quorum. A quorum is the number of Directors required to be present at a meeting of the Board to officially conduct transactional business on behalf of the corporation and shall consist of a simple majority of the sitting Directors, excluding vacant seats.
- B. Lack of Quorum. The Board may call a meeting to order without a quorum for the purposes of continuing the meeting to a future date certain.
- C. No Proxy. Directors may not assign a proxy to fulfill their duties as a Director, namely attending and voting at regular meetings of the Board.
- D. Majority Required. Any action of the Board shall require the affirmative vote of a majority of Directors present at a duly held meeting at which a quorum is present unless the affirmative vote of a larger portion or number is required by law or by these bylaws.
- E. Certain Actions Prohibited. No contracts for goods or services, transactions, or acts shall be taken on behalf of the corporation by the Directors, if such will result in denial of the tax exemption under Sections 503 or 504 of the Internal Revenue Code and its Regulations, as they may exist.
- F. Delegation Authority. The Board of Directors maintains the power and authority to delegate responsibility for conducting day to day business management of the corporation's affairs to a Business Manager or other designee. All decisions concerning the delegation of management responsibilities to any non-Board member shall require approval by a majority vote of the Board. The Board shall retain authority to set policy and direct the actions of such designees to conform with policies set forth by the Board.
 - 1. Business Manager. The Board may designate a business manager and pay a reasonable salary to such a person or persons as necessary to assure the smooth operation of this corporation's business. Any such salary provision must comply with all regulations set forth under Internal Revenue Code Sections 503 or 504, and other various regulations, as they may exist.

3.5. Nominating Committee. The Board of Directors shall appoint a nominating committee for the purpose of presenting candidates to fill vacant Board seats.

- A. Number of Appointees. The nominating committee shall consist of 3 – 5 current voting members.



- B. Current Directors Excluded. Current directors are excluded from serving on the nominating committee unless fewer than 3 current members accept appointment to the committee.
- C. Candidate Eligibility. Only candidates who have agreed to serve on the Board and have followed the established nominating process shall be eligible candidates.

3.6. Annual Election. Election of Board Members takes place annually at the membership meeting in November.

3.7. Terms and Term Limits.

- A. Standard Term. Directors shall serve a three (3) year term beginning January 1 of the subsequent year after being elected. Re-election may be sought for a subsequent three (3) year term.
- B. Staggered Terms. The terms of the Directors shall be staggered by year at the discretion of the Board for the purpose of leadership continuity.
- C. Term Limit: Under no circumstance may a Director serve more than two (2) consecutive terms or six (6) consecutive years.
- D. Re-election. Any board member whose term has expired must either run for re-election or wait for one (1) year to be considered for re-appointment to the Board. Board Members intending to run for a second term activate that process by notifying the Board President before the end of Quarter 3 or September 30 of the given year.
- E. Waiting Period. Any board member who voluntarily leaves the Board before their term has expired must wait one year to be reappointed to the Board or run for election. Any board member who has completed two terms or six years on the board must wait one year to rejoin the Board by either appointment or election.
- F. Partial Appointment. Directors elected by Board appointment to fill a vacant board seat on or after May 1 of a calendar year retain eligibility to serve for two complete 3-year terms beginning with the next calendar year. Directors elected off-cycle to fill vacant positions between January 1 and April 30 begin their 3-year term within the current calendar year.

3.8. Resignation. Any Director may resign by giving written or verbal notice to the Board and the resignation shall be effective immediately upon receipt by the Board of Directors, or by any one of its officers, of the resignation notice.

3.9. Vacancy. Any vacancy on the Board of Directors may be filled for the un-expired portion of the calendar year by a majority vote of the remaining directors.

3.10. Removal. Any Director or Officer of the Board may be removed at the discretion of the Board.

- A. Cause. Removal can be initiated on the following grounds:
 - 1. Nonfeasance. Generally defined as omission of an action that should have been performed, either by duty or by law. Failure to be present for three (3) or more consecutive Board meetings or less than one-half the Board meetings in any calendar



- year may constitute nonfeasance.
- 2.
 3. Malfeasance. Generally defined as wrongdoing or misconduct, especially by one in a position of authority, that causes physical, financial, or emotional harm to another.
 4. Conduct Detrimental to the Interests and Purposes of the Corporation. Generally defined as engaging in actions which have been, are, or would reasonably be expected to be detrimental to the interests of the corporation, as determined in good faith and by sole judgement of the Board.
- B. Super-Majority of the Body Required. Excluding the Director being considered for removal, an affirmative vote of 2/3 of the remaining number of all Directors is required to affect removal.
- C. Notice Required. When the removal of a Director is brought forward for consideration, the Director in question shall be given notice in writing and by email (if applicable) at least fifteen (15) days prior to the meeting at which the removal action shall be considered by the Board. The notice shall state:
1. The purpose of the meeting (removal); and
 2. The reasons stated for the proposed removal; and
 3. A statement advising the Director that they have a right to appear at the noticed meeting and be heard by the remaining Directors prior to any vote on removal.
- D. Secret Ballot. Any vote on a motion to remove a Director shall be by secret ballot.
- E. Initiation of a Director Removal by Membership. Voting members may remove a Director or Directors through a petition process. A petition is deemed valid as follows:
1. Written Demand for a Special Meeting. Voting members shall present a written demand to an Officer of the Board asking for a special meeting.
 2. Description of Purpose. The written demand shall describe the purpose for the special meeting (removal).
 3. Petition Signatures Required. The voting member(s) must produce a petition for inspection, signed by at least 100 voting members or twenty (20) percent of the voting membership, whichever is less.
 4. Allegations Defined. The body of the petition must outline in concise detail the evidence of nonfeasance, malfeasance, or conduct detrimental to the interests and purposes of the organization.
- F. Process For Consideration of a Valid Removal Petition.
1. Notice Required. When the removal of a Director is brought forward by petition, the Director in question shall be given notice in writing and by email (if applicable) at least fifteen (15) days prior to the meeting at which the removal action shall be considered by the Board. The notice shall state:
 - a. The purpose of the meeting (removal); and



- b. The reasons stated for the proposed removal; and
 - c. A statement advising the Director that they have a right to appear at the noticed meeting and be heard by the remaining Directors prior to any vote on removal.
2. Special Meeting Called. The Board shall then call a special meeting at the expense of the corporation no later than 30 days after receipt of the petition and demand.
3. Notice to the Body. The Board shall be notified of the time, place, and purpose of the special meeting in the manner specified by these Bylaws.
4. Simple Majority Required. When considering a removal brought by petition, a majority vote of the members present at the special meeting shall be deemed necessary and sufficient to remove the Director.

ARTICLE 4. STANDING & SPECIAL COMMITTEES.

- 4.1. **Formation**. The Chairperson may appoint standing or special committees, subject to the approval of the Board by a simple majority. Committees may be formed as desired and/or necessary to support the purpose(s) of the corporation. Each committee shall be headed by a committee chairperson who may volunteer or be appointed by the Board Chairperson and confirmed by a simple majority of the Board voting in the affirmative.
- 4.2. **Committee reports**. All committee chairpersons shall make a report of the progress or recommendation of the committee to the Board at meetings of the Board as requested by any Director.

ARTICLE 5. MEETINGS

- 5.1. **Regular Meeting**. A regular meeting is defined as a scheduled meeting of the Board of Directors where the regular business of the corporation is conducted pursuant to these Bylaws. The Board of Directors shall hold at least six (6) regular meetings each year, typically held on the second Wednesday of every other month beginning in January. Other meetings may occur as necessary and a regular meeting may be rescheduled from time to time at the discretion of the Board Chairperson.
- 5.2. **Special Meeting**.
 - A. Special Meetings of the Board. Special meetings of the Board shall be held at the discretion of the Board. The Board Chairperson may call a special meeting, or any two (2) Directors may request that a Special Meeting be called.
 - B. Special Meetings of the Membership.
 1. Called by the Board. Special meetings of the members may be called by the Board of Directors Chair or by a simple majority of the Board.



2. Called by Voting Members. Special meetings of the members may be called by the members if a written demand for a special meeting is submitted to the Chairperson or Secretary, clearly stating the purpose of the meeting desired, and is signed and dated by a minimum of fifty (50) voting members or ten (10) percent of the members with voting rights, whichever is less.
 - a. Meeting is Called. Within fifteen (15) days after receipt of a demand for a special meeting that meets the above criteria, the Board shall call a special meeting at the expense of the corporation no later than thirty (30) days after receipt of the demand.
 - b. Notice to the Body. A notice of the time, place, and purpose or purposes of the special meeting shall be served upon each member in-person, by mail, or by email, unless waived, not less than five (5) days before such meeting.
 - c. Excluded Topics. Voting members may call for a Special Meeting for any purpose except the election of Board members.
 - d. Special Meeting Business Restricted. Business conducted at the special meeting shall be limited to that sent out in the notice, unless all members of the corporation are present.

5.3. Annual Meeting. The annual meeting shall be held at the last regular business meeting of each year or at such other time as designated by the Board of Directors, for the purpose of electing Board members and the transacting of all business properly brought to the floor.

- A. Notice Required. Notice of the time, place, and purpose(s) of the annual meeting shall be served upon each member either personally, by email, or by mail at the member's last known address, not less than ten (10) nor more than sixty (60) days before the meeting date. Any member may waive this notice by submitting a written waiver to the organization.

5.4. Membership Voting and Eligibility. Members meeting any of the listed qualifiers of this section shall be entitled to the following number of votes at any annual or special meetings of the members, based on type of membership:

- A. Individual: Individual, Lifetime Individual, or Senior Individual Membership retains one (1) vote.
- B. Family: Family, Lifetime Family, or Senior Family Membership retains one (1) vote per adult member, not to exceed two (2) votes per membership type.
- C. Junior: Junior memberships (under 18 years old) are non-voting.
- D. Eligibility: To be eligible to vote at an annual or special meeting of the members, the member must:
 1. Be 18 years old or older and a member in good standing; and
 2. Be a member in good standing as of the date of the meeting.
 3. Members eligible to vote may vote in-person or via remote communication if a remote option to join the meeting is made available.
 4. Designation of a proxy for attendance or voting is not allowed.



- E. Quorum. Twenty (20) members, or ten percent (10%) of the members in good standing and eligible to vote, whichever is less, shall constitute a quorum necessary for the transaction of business at the annual meeting or any special meetings of the members.
- F. Simple Majority. Unless otherwise provided for by law, if a quorum has been present at a meeting any election or other action by the members shall be decided by a majority.

5.5. Action Without a Meeting.

- A. Action Without a Meeting and via Remote Communication. Action without a meeting or through means of remote communication shall be allowed as set forth in these Bylaws or as may otherwise be authorized under Minnesota law.
- B. Meetings Conducted Solely Through Means of Remote Communication. The Board of Directors may specify that a meeting will be conducted solely through one or more means of remote communication, provided that all notice and quorum requirements are met. Remote communication includes any communication that is accomplished by means of electronics, telephone, video, or internet conferencing, or such other means through which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Participation in a meeting through a form of remote communication that is authorized by the Board of Directors constitutes personal presence at the meeting.
- C. Attendance and Participation in Meetings by Means of Remote Communication. The Board of Directors may authorize individual attendance and participation by Board Members at meetings through one or more means of remote communication. Participation in a meeting through a form of remote communication authorized by the Board of Directors constitutes personal presence at the meeting.
- D. Action Without Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in a written action signed or consented to in an electronic communication which meets the requirements of Section 5.5 where applicable, in one or more counterparts, by the number of Directors required to take the same action at a meeting of the Board at which all Directors were physically present. The action is effective when the written action has been signed or consented to in an electronic communication which meets the requirements of Section 5.5., by the required number of Directors, unless a different effective date or timeframe is provided in the written action.
- E. Electronic Records and Signatures. This corporation recognizes that authenticated electronic communication which meets the requirements of Section 5.5. may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated communications are those communications that set forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the corporation, or to an officer or agent of the corporation who is authorized by the corporation to receive the communication. Electronic records are records that are created, generated, sent, communicated, received, or stored by electrical, digital, magnetic, wireless, optical, electromagnetic, or similar technologies. Valid electronic signatures are



those that are expressed through an electronic sound, symbol, or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record.

ARTICLE 6. MEMBERSHIP AND DUES.

6.1. Membership. Any person in sympathy or agreement with the purposes of this corporation who pays the annual dues as established from time to time by the Board of Directors shall be a member.

6.2. Term. Membership shall commence upon payment of annual dues, payable annually on the first day of the anniversary month in which dues were initially paid.

6.3. Expiration. If a person fails to pay their dues within thirty (30) days of the due date, his or her membership shall automatically expire. No action of the Board of Directors shall be necessary to render effective the expiration of membership due to a person's failure to pay dues.

6.4. Exempt Lifetime Memberships. All lifetime members existing as of September 5, 1990, shall continue in full force unless revoked pursuant to these Bylaws.

6.5. Open Membership. An applicant may not be denied membership, nor may a member be terminated or suspended except where termination occurs at the end of a fixed term, or as prescribed by the procedure described below herein.

6.6. Right of Denial/Revocation. The Board of Directors, by a two-thirds vote of the entire Board (10 votes) may deny membership to, or revoke the membership of, any person who conducts themselves in a manner that is injurious, harmful, or contrary to the purposes of this corporation as described herein.

6.7. Revocation Guidelines. Should the Board determine a Member warrants revocation consideration, the following actions shall commence:

A. Notice Required. At least fifteen (15) days prior to the date on which the Board shall consider an action to revoke or suspend the membership of any member, the member shall receive a letter of notice, delivered to the member's last known address by postal mail and by email if an email address is on file.

1. Content of the Notice. The notice shall convey:

- a. the date and time for which the proposed action will be considered by the Board of Directors.
- b. A brief statement of the reasons for the proposed revocation action; and
- c. A statement notifying the Member in question of their opportunity to address the Board in opposition to the proposed revocation action before the Board considers the action.



2. Failure to Notify. Should the letter of notice be returned, the email shall be considered appropriate notice of the Board's intent to consider a revocation action. If no email address was available, best efforts to provide notice to the member shall be made. The Board is not barred from action by the inability to deliver notice.

ARTICLE 7. FISCAL YEAR.

7.1. Term. The fiscal year shall begin on the first day of August.

7.2. Income of the Corporation. Income shall derive from dues of the membership, from voluntary contributions, and from activities as directed by the Board of Directors.

7.2. Deposit of Funds. All funds of the corporation shall be deposited in its name in a bank account or bank accounts at a banking institution approved by the Board of Directors.

7.3. Signature Authority. Checks drawn on the corporation's fund shall be signed by the Treasurer, Chairperson, or other managing agent as designated by the Board of Directors.

7.4. Reimbursement. Any reimbursement of any member shall be at the discretion of the Board upon request of the member. Any reimbursement granted shall be for reasonable services provided by the member and immediately pertaining to activities of the Board or this corporation. This corporation is not organized for profit and no part of the net earnings will contribute to or benefit any private shareholder or individual.

ARTICLE 8. WAIVER OF NOTICE.

Whenever a notice required by these Bylaws or the Articles of Incorporation or any of the corporate laws of the State of Minnesota, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at, or after the time stated therein or before, at, or after the meeting.

ARTICLE 9. CONFLICTS OF INTEREST.

Except as permitted by law, with respect to any contract or other transaction between this Corporation and any director, officer, or employee (or an organization in which a director, officer, or employee is a director, officer, or legal representative or has a material financial interest), the material facts as to such contract or transaction and as to the interest of the director, officer, or employee must be fully disclosed or known to the Board of Directors prior to approval of such contract or transaction. These same conflict of interest provisions shall also apply to transactions with a spouse, parent, or child of this Corporation's directors, officers, and employees. All such contracts or other transactions must be approved or ratified by the Board, and the interested director, if applicable, may not be counted in determining the presence of a quorum and may not vote.



ARTICLE 10. AMENDMENTS.

The Board of Directors shall have the power to amend the Bylaws of the corporation by an affirmative vote of two-thirds of the full Board of Directors, regardless of attendance at any given meeting.

ARTICLE 11. EXEMPT ACTIVITIES PROHIBITED.

Notwithstanding any other provisions in the Bylaws, no member, Director, Officer, or individual shall take any action or carry on any activity by or on behalf of this corporation not permitted to be taken or carried on by any organization exempt under Section 501 of the Internal Revenue Code and its Regulations, as they may exist, or by an organization to which contributions are deductible under Section 170 of such Code and Regulations.

ARTICLE 12. DISSOLUTION.

All members of the corporation shall be deemed to have expressly consented and agreed that upon dissolution or liquidation of the corporation all the money, business property, and other assets of the corporation, after payment of all debts and obligations of the corporation shall be distributed to such non-profit charitable animal welfare organization(s) as may be selected by the Board of Directors of this corporation, which would then qualify under the provisions of Section 501(c)3 of the Internal Revenue Code and its Regulations. In no way shall any money, business property, or other assets of the corporation be returned or distributed to any member, Director, or individual.

END OF DOCUMENT

History:

The Bylaws of Paws and Claws, Inc. also known as Paws and Claws Humane Society were originally adopted April 20, 1977.

The current version of this document was adopted by the Board of Directors on March 13, 2024.

Revised and Adopted: April 3, 1989; September 5, 1990; August 5, 1992; April 7, 1993; August 25, 1998; July 17, 1999; December 17, 2003; November 17, 2004; January 18, 2006, March 13, 2024.