

**BYLAWS OF
ROCKY MOUNTAIN DACHSHUND RESCUE**

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of the corporation is Rocky Mountain Dachshund Rescue. The Principal Office of the corporation is located at 1953 South 1100 East, unit 522461, Salt Lake City, UT 84106-9998. The mailing address is P.O. Box 522461 Salt Lake City, UT 84152

ARTICLE II. NONPROFIT PURPOSES

Section 1. Nonprofit Purpose

This corporation is organized exclusively for one of 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 Purpose

Rocky Mountain Dachshund Rescue provides fostering, medical care, and adoption services to dachshunds that have been surrendered, left at shelters or abandoned.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The corporation shall have three (3) Directors and collectively they shall be known as the Board of Directors. Board members may hold one of the following offices: President, Secretary, or Treasurer. Initial Board Members will be Suzanne Nikolaisen, Anne Balboa, and Ashley Carlin

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. It shall be the duty of the Directors to:

- a. Perform any and all duties imposed upon them collectively or individually by law, by the articles of incorporation, or by these bylaws:
- b. Meet at such times and places as required by these bylaws:
- c. Establish and modify Rocky Mountain Dachshund Rescue Policies:
- d. Appoint and remove Directors and Officers of the Corporation
- e. Author and revise Policy & Procedure Manual as needed. Approve Manual at a minimum of once a year

No two members of the Board of Directors **can be** related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors will have at least 2 years' experience of actively participating in a dachshund rescue organization.

Each Director shall hold office for a period of 2 years and until his or her successor is elected and qualifies.

Section 3. Regular Meetings

The Board of Directors will meet at least 4 times each year at a time and location that is convenient for the Board members. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days prior to the meeting date. Emergency use of online technology for meetings will be allowed if agreed upon by all three board members ten days prior to the meeting.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business.

Section 7. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Board member who serves as President of the Corporation.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Removal.

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of two-thirds (2/3) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

ARTICLE IV. OFFICERS

The officers of this Board shall be the President, Secretary, and Treasurer. All officers must have the status of active members of the Board. Officers will serve 2 year terms.

Section 1. President

The President shall preside at all meetings of the Board of Directors. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Board of Directors.
- b. He/She shall have general and active management of the business of this Corporation
- c. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.

Section 2. Secretary

The Secretary shall attend all meetings of the Board of Directors. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose.
- b. He/She in concert with the President shall make the arrangements for all meetings.
- c. He/She shall send notices of all meetings to the Board Members.

Section 3. Treasurer

The Treasures duties shall be:

- a. He/She shall manage bank accounts, payments, collections, and necessary tax filings for the Corporation.
- b. He/She shall present a complete and accurate report of the Corporations financials at Board meetings.
- c. He/She shall ensure that earmarked donations are appropriately spent.
- d. He/She shall ensure that there is transparency with financial records, to include fundraisers, donations, et al.

Section 4. Election of Officers

The Board shall receive nominations from anyone associated with Rocky Mountain Dachshund Rescue. Officers will be elected by the Board of Directors at either Regular or Special Meetings.

Section 5. Removal of Officer

The Board can remove an Officer with 2/3 of the Board voting for removal at a meeting and elect a successor for the unexpired term.

Section 7. Vacancies

The Board of Directors shall also be responsible for seeking nominations or nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board of Directors. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE V. – Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization 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.

Section 2: Definitions

- a. Interested Person
Any director or officer with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization 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. A person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

Section 3. 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 The Board of Directors and allow the Board to consider 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 Board of Directors 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 Directors 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. After exercising due diligence, the Board of Directors shall determine whether the Organization 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.

After exercising due diligence, the Board of Directors shall determine whether the Organization 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.

1. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization'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.

Violations of the Conflicts of Interest Policy

1. 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. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the Board of Directors 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 Board of Directors 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.

Section 5. Compensation

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

Section 6. Annual Statements

Each member of the Board of Directors 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 Organization 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.

Section 7. Periodic Reviews

To ensure the Organization 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 Organization'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.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Board of Directors 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.

ARTICLE VI. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE VII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 7 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this July day of 27, 2022.

Suzanne Nikolaisen, President – Rocky Mountain Dachshund Rescue

ATTEST: Anne Balboa, Secretary - Rocky Mountain Dachshund Rescue

ATTEST: Ashley Carlin, Treasurer - Rocky Mountain Dachshund Rescue