AMENDED AND RESTATED BYLAWS OF ROCKY MOUNTAIN DACHSHUND RESCUE

Version 2.0

Effective Date: July 26, 2026

Supersedes: All previous versions of the Rocky Mountain Dachshund Rescue Bylaws.

REVISION HISTORY

Version	Date	Description
1.0	July 27, 2022	Original bylaws adopted by the Board of Directors.
2.0	July 26, 2026	Comprehensive revision reflecting organizational growth, updated governance, expanded Board structure, creation of the Executive Director position, modernization of meeting procedures, and operational improvements.

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ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of the corporation is Rocky Mountain Dachshund Rescue (the "Corporation").

The principal office and mailing address of the Corporation shall be maintained at the address designated by the Board of Directors. The Board of Directors may change the principal office, mailing address, or registered agent of the Corporation as needed.

ARTICLE II. NONPROFIT PURPOSES

Section 1. Nonprofit Purpose

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including the prevention of cruelty to animals and any other lawful purpose permitted for an organization exempt under Section 501(c)(3).

Section 2. Specific Purpose

The specific purpose of the Corporation is to provide rescue, fostering, medical care, rehabilitation, adoption services, education, and related support for dachshunds and dachshund mixes that have been surrendered, abandoned, placed in shelters, or otherwise need assistance.

Section 3. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, officer, advisor, volunteer, private individual, or other person, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its charitable purposes.

No substantial part of the activities of the Corporation shall consist of attempting to influence legislation. The Corporation shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Dissolution

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, to the federal government, or to a state or local government for a public purpose. Any such assets not so distributed shall be disposed of by a court of competent jurisdiction exclusively for such exempt purposes.

ARTICLE III. MEMBERSHIP

The Corporation shall have no statutory members with voting rights. Volunteers, fosters, donors, advisors, coordinators, and other persons associated with the Corporation may participate in the Corporation's activities as determined by the Board of Directors or the Executive Director, but shall not have voting rights unless separately elected as Directors.

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ARTICLE IV. 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 responsibility for the management, governance, licensing, policy, property, finances, and charitable mission of the Corporation.

Section 2. Number and Composition

The Board of Directors shall consist of five voting Directors. The voting Director positions shall be:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Director-at-Large

Each voting Director shall have one vote. Advisors, coordinators, volunteers, and staff shall not vote at Board meetings unless separately elected as Directors.

Section 3. Qualifications

Directors shall support the charitable mission of the Corporation and shall act in the best interests of the Corporation. Directors should possess experience, judgment, skills, or commitment beneficial to the mission of Rocky Mountain Dachshund Rescue, including experience in animal welfare, nonprofit leadership, finance, fundraising, veterinary care, foster care, adoption, law, marketing, technology, communications, or other areas useful to the Corporation.

No two Directors who are related by blood, marriage, domestic partnership, or similar familial relationship within the second degree of consanguinity or affinity may serve on the Board at the same.

Section 4. Fiduciary Duty

Directors shall discharge their duties in good faith, with the care an ordinarily prudent person would exercise under similar circumstances, and in a manner they reasonably believe to be in the best interests of the Corporation and its charitable mission. Directors shall place the interests of the Corporation above personal, financial, or outside interests when acting on behalf of the Corporation. Each Director shall review this fiduciary duty statement annually.

Section 5. Term of Office

Except as provided for the Treasurer, Directors shall serve two-year terms and may serve up to three consecutive full terms. After serving three consecutive full terms, a Director shall take a one-year break before being eligible for re-election to the Board. Service for less than one year of an unexpired term shall not count as a full term for purposes of this limit. A Director shall continue to serve until a successor is elected and qualified, unless the Director resigns, is removed, or is otherwise unable to serve.

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Because of the continuity, financial records, tax filing, banking, donor payment, and bookkeeping responsibilities of the position, the Treasurer may be elected to serve a five-year Treasurer term. A Treasurer serving a five-year term remains subject to removal, resignation, conflict of interest requirements, financial reporting duties, annual Board review of the Treasurer position, and all other oversight provisions of these Bylaws.

Section 6. Staggered Terms

Terms shall be staggered so that the President, Secretary, and Director-at-Large are elected in even-numbered years, and the Vice President is elected in odd-numbered years. The Treasurer shall be elected at the end of the Treasurer's term.

For the first election or appointment following adoption of these Bylaws, the Board may assign initial one-year, two-year, or Treasurer-specific terms as needed to establish the staggered election schedule.

Section 7. Nominations and Elections

At the end of each Director's term, the Board shall elect Directors by majority vote of the Directors then in office at a regular or special meeting. Volunteers and other persons associated with the Corporation may recommend or nominate candidates in the manner established by the Board, but only voting Directors may vote in Board elections unless the Articles of Incorporation or these Bylaws are amended to create voting members.

Regular elections for Director positions whose terms are expiring shall be held no later than the third regular quarterly Board meeting of the applicable election year, unless the Board determines that a different date is necessary. Newly elected Directors shall take office at the beginning of the next term or on another date approved by the Board.

The Board may establish additional nomination, vetting, and election procedures by policy, provided those procedures are consistent with these Bylaws.

Section 8. Vacancies

Any vacancy on the Board may be filled by majority vote of the remaining Directors then in office, even if less than a quorum remains. A Director elected to fill a vacancy shall serve for the unexpired term of the vacant position and until a successor is elected and qualified.

Section 9. Resignation

A Director may resign at any time by giving written notice to a member of the Board of Directors. A resignation is effective when received unless the notice specifies a later effective date.

Section 10. Removal

Any Director may be removed, with or without cause, by a two-thirds vote of the Directors then in office if the Board determines that removal is in the best interests of the Corporation. Grounds for removal may include, but are not limited to, failure to attend meetings, violation of the Articles of Incorporation, these Bylaws, or Board policies, misuse of funds or assets, failure to disclose a conflict of interest, breach of fiduciary duty, or conduct that damages the Corporation, its reputation, or its charitable mission.

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Written notice of the proposed removal shall be given to each Director at least ten days before the meeting at which removal will be considered. A Director whose removal is proposed shall have an opportunity to be heard by the Board before the vote.

An officer who is removed as a Director shall automatically be removed from office.

Section 11. Compensation

Directors shall not receive compensation for services. The Corporation may reimburse Directors for reasonable expenses incurred in furtherance of the Corporation's purposes, subject to Board policy and applicable conflict of interest requirements.

Section 12. Regular Meetings

The Board of Directors shall meet at least four times each year at times and places determined by the Board. Meetings may be held in person, by telephone, by videoconference, or by other electronic means through which all participating Directors can hear one another or otherwise meaningfully participate.

Section 13. Attendance

Directors are expected to attend regular and special meetings of the Board. A Director who misses three consecutive regular meetings without excuse may be removed by Board vote in accordance with the removal provisions of these Bylaws. The Board may determine whether an absence is excused based on the circumstances.

Section 14. Special Meetings

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

Section 15. Notice

Notice of regular meetings shall be given to all Directors at least ten days before the meeting unless the Board adopts a regular meeting schedule in advance. Notice of special meetings shall be given at least two days before the meeting. Notice may be given by telephone, text, e-mail, Slack, or other reliable method.

Any Director may waive notice of any meeting. Attendance at a meeting constitutes waiver of notice unless the Director attends solely to object that the meeting was not lawfully called or convened.

Section 16. Quorum and Voting

A majority of the Directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 17. Electronic Meetings, Electronic Voting, and Action Without a Meeting

Directors may participate in meetings by telephone, videoconference, or other electronic means through which all participating Directors can hear one another or otherwise meaningfully participate. Participation by such means constitutes presence at the meeting.

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The Board may vote by email, electronic signature, or other written electronic record to the extent permitted by applicable law. Any action that may be taken at a meeting of the Board may be taken without a meeting if the action is approved in writing by the number of Directors required to approve the action at a meeting, following notice of the proposed action to all Directors, unless a greater approval threshold is required by law, the Articles of Incorporation, or these Bylaws.

Electronic votes and written consents shall be retained with the minutes or records of Board action.

Section 18. Board Policies

The Board may adopt, amend, or repeal policies and procedures governing the operations of the Corporation, including animal care, intake, adoption, foster care, volunteer conduct, fundraising, finance, reimbursements, communications, recordkeeping, and other operational matters. Board policies shall be consistent with the Articles of Incorporation, these Bylaws, applicable law, and the Corporation's charitable mission.

ARTICLE V. OFFICERS

Section 1. Officers

The officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. Officers must be voting Directors. Officers shall serve terms corresponding to their Board terms and may serve successive terms if re-elected, subject to the Director term limits and Treasurer term provisions in Article IV.

Section 2. President

The President shall preside at meetings of the Board, provide general leadership to the Board, help ensure that Board decisions are carried out, and perform other duties assigned by the Board.

Section 3. Vice President

The Vice President shall assist the President and shall perform the duties of the President if the President is absent, unavailable, resigns, or is unable to serve. The Vice President shall perform other duties assigned by the Board.

Section 4. Secretary

The Secretary shall maintain minutes of Board meetings, records of Board actions, notices, and other corporate records. The Secretary shall ensure that required notices are provided and that corporate records are maintained in a manner reasonably accessible to the Board.

Section 5. Treasurer

The Treasurer shall oversee the Corporation's financial records, bank accounts, payments, receipts, financial reporting, tax filings, and use of restricted or earmarked donations. The Treasurer shall provide financial reports to the Board at regular meetings and shall perform other duties assigned by the Board.

Section 6. Director-at-Large

The Director-at-Large shall serve as a voting member of the Board and shall perform duties assigned by the Board. The Director-at-Large may assist with oversight, special projects, volunteer relations, policy review, fundraising, operations, or other areas as needed.

ARTICLE VI. EXECUTIVE DIRECTOR AND OPERATIONS

Section 1. Executive Director

The Board may appoint an Executive Director to manage the day-to-day operations of the Corporation, implement Board-approved policies, supervise the leadership and volunteer team, and carry out duties delegated by the Board.

The Executive Director serves at the pleasure of the Board and may be appointed, evaluated, or removed by the Board. The Executive Director is not a voting Director unless separately elected to the Board.

Section 2. Authority and Limits

The Executive Director shall report to the Board and shall act within the authority delegated by the Board. The Executive Director shall not amend bylaws, elect or remove Directors, approve conflicts of interest, dissolve the Corporation, approve actions reserved to the Board, or take any action contrary to Board policy.

Section 3. Leadership and Volunteer Team

The Executive Director may coordinate and supervise operational leaders and teams responsible for intake; adoption, foster care, regional operations, marketing, social media, events, information technology, fundraising, training, medical coordination, and other rescue activities across the Corporation's service areas.

The Board may define leadership roles, reporting relationships, authority levels, and spending limits by policy.

ARTICLE VII. ADVISORS

Section 1. Appointment

The Board of Directors may appoint advisors to provide expertise in veterinary medicine, medical care, nonprofit governance, finance, science, fundraising, legal matters, or other areas useful to the Corporation.

Section 2. Advisor Roles

Advisors may include, but are not limited to, a Veterinary Advisor, Medical Advisor, Science Advisor, and Ex-Officio Advisor.

Section 3. Non-Voting Status

Advisors serve in a non-voting capacity unless separately elected as Directors. Advisors and volunteers may attend Board meetings but shall not count toward quorum and shall not vote on Board actions.

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Section 4. Term and Removal

Advisors shall serve at the pleasure of the Board and may be appointed, reappointed, or removed by the Board at any time.

ARTICLE VIII. CONFLICT OF INTEREST

Section 1. Purpose

The purpose of this conflict of interest policy is to protect the Corporation's interests when it is contemplating a transaction or arrangement that might benefit the private interest of a Director, advisor, volunteer, or other person with influence over the Corporation, or that might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, applicable state and federal laws governing conflicts of interest for nonprofit and charitable organizations.

Section 2. Interested Person

An interested person is any Director, advisor, committee member, volunteer, or person with delegated authority who has a direct or indirect financial interest as defined in this Article.

Section 3. Financial Interest

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

6. An ownership or investment interest in any entity with which the Corporation has or is considering a transaction or arrangement;
7. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has or is considering a transaction or arrangement; or
8. A potential ownership, investment, or compensation interest in any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, gifts, favors, discounts, or benefits that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A conflict of interest exists only if the Board determines that a conflict exists.

Section 4. Dual Affiliations With Other Animal Welfare Organizations

Service as a director, advisor, employee, or volunteer of another animal rescue, shelter, or animal welfare organization shall be disclosed to the Board. Such service does not automatically disqualify a person from serving the Corporation, but may constitute an actual or potential conflict of interest if the other organization operates in the same geographic area, seeks similar funding, recruits from the same volunteer or foster base, handles related intake or adoption matters, or otherwise has interests that may compete with or affect the Corporation. A person with such dual affiliation shall not disclose confidential, donor, financial, strategic, animal care, adoption, foster, volunteer, or internal information of the Corporation to the other organization and shall recuse themselves from discussions or votes where the Board determines the dual affiliation creates an actual or potential conflict.

Section 5. Duty to Disclose

An interested person shall disclose the existence of any actual or possible conflict of interest and all material facts to the Board before the Corporation acts on the transaction or arrangement.

Section 6. Determining Whether a Conflict Exists

After disclosure and any discussion with the interested person, the interested person shall leave the meeting while the Board discusses and votes on whether a conflict of interest exists. The remaining disinterested Directors shall determine whether a conflict exists.

Section 7. Addressing a Conflict

An interested person may make a presentation to the Board regarding the proposed transaction or arrangement, but shall leave the meeting during Board discussion and voting.

The Board shall exercise due diligence to determine whether the Corporation can obtain a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible, the disinterested Directors shall determine by majority vote whether the transaction or arrangement is in the Corporation's best interest, for the Corporation's benefit, and fair and reasonable.

Section 8. Violations

If the Board has reasonable cause to believe that an interested person failed to disclose an actual or possible conflict of interest, the Board shall inform the person of the basis for that belief and provide an opportunity to explain the alleged failure to disclose. If, after hearing the response and making any further investigation warranted by the circumstances, the Board determines that the person failed to disclose an actual or possible conflict of interest, the Board shall take appropriate corrective action.

Section 9. Records

The minutes of the Board shall include the names of persons who disclosed or were found to have a financial interest, the nature of the financial interest, actions taken to determine whether a conflict existed, the Board's decision, the names of persons present for discussions and votes, the content of the discussion, alternatives considered, and a record of votes taken.

Section 10. Compensation

As a volunteer based organization, all volunteers including directors do not receive compensation.

Section 11. Annual Statements

Each Director shall annually sign a statement affirming that the Director:

9. Has received a copy of the conflict of interest policy;
10. Has read and understands the policy;
11. Has agreed to comply with the policy; and
12. Understands that the Corporation is charitable and must engage primarily in activities that accomplish one or more tax-exempt purposes to maintain federal tax exemption.

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Section 12. Periodic Reviews

To ensure that the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board shall conduct periodic reviews. The reviews may include whether compensation arrangements are reasonable and based on appropriate information, whether transactions and arrangements further charitable purposes, and whether arrangements result in private inurement, impermissible private benefit, or an excess benefit transaction.

Section 13. Use of Outside Experts

The Board may use outside experts when conducting periodic reviews, but use of outside experts does not relieve the Board of its responsibility for ensuring that reviews are conducted.

ARTICLE IX. BOOKS, RECORDS, TRANSPARENCY, AND POLICIES

Section 1. Books and Records

The Corporation shall keep complete books and records of account, minutes of Board meetings, written consents, records of Board actions, and other records required by law or Board policy.

The Corporation shall make records available for inspection as required by applicable law, including public inspection requirements applicable to tax-exempt organizations.

Section 2. Meeting Minutes

The Secretary shall ensure that minutes are prepared for meetings of the Board. Minutes should include the date and time of the meeting, Directors present, actions considered, motions made, the Director making and seconding each motion, vote results, and any abstentions or recusals due to conflicts of interest. Minutes shall record Board actions and other information reasonably necessary to document the Board's governance decisions.

Section 3. Use of Artificial Intelligence for Minutes

The Board may authorize the use of artificial intelligence, transcription software, recording tools, or similar technology to assist with preparing meeting minutes. Any such use shall be subject to confidentiality, privacy, data security, and record retention requirements established by the Board.

AI-generated transcripts, summaries, or draft minutes shall not be official records unless reviewed and approved by the Secretary or another person designated by the Board. Official minutes shall be approved by the Board and retained with the Corporation's records.

The Board may limit or prohibit recording or AI-assisted transcription for meetings or portions of meetings involving confidential matters, legal advice, personnel issues, conflicts of interest, sensitive animal care matters, or other topics requiring heightened confidentiality.

Section 4. Code of Conduct Policy

The Board shall adopt and maintain a Code of Conduct applicable to Directors, advisors, coordinators, fosters, volunteers, and other persons acting on behalf of the Corporation. The Code of Conduct may address respectful communication, harassment, bullying, discrimination, animal handling, confidentiality, conflicts of interest, use of RMDR systems, public communications, reporting of concerns, and disciplinary action. Violation of the Code of Conduct may result in corrective action, removal from volunteer or leadership roles, or removal from the Board as permitted by these Bylaws and Board policy.

Section 5. Whistleblower Policy

The Board shall adopt and maintain a whistleblower policy providing a process for Directors, advisors, volunteers, fosters and other persons associated with the Corporation to report suspected misconduct, misuse of funds, violations of law, conflicts of interest, retaliation, or other concerns. The policy shall prohibit retaliation against any person who makes a good-faith report or participates in a review of reported concerns.

Section 6. Document Retention and Destruction Policy

The Board shall adopt and maintain a document retention and destruction policy governing the retention, storage, protection, and disposal of corporate, financial, tax, adoption, foster, donor, volunteer, medical, and other records. The policy shall prohibit destruction or alteration of records when litigation, investigation, audit, or government inquiry is pending or reasonably anticipated.

Section 7. Other Governance Policies

The Board may adopt, amend, or repeal additional governance policies as needed, including policies addressing conflicts of interest, financial controls, restricted donations, volunteer conduct, animal records, donor privacy, data security, public communications, and emergency operations.

ARTICLE X. FINANCIAL OVERSIGHT

Section 1. General Oversight

The Board shall oversee the financial affairs of the Corporation. The Board may establish policies for bank accounts, check signing, electronic payments, reimbursements, restricted donations, fundraising, spending authority, budgets, financial reporting, and tax filings.

No person shall use Corporation funds or assets for personal purposes. All expenditures shall further the Corporation's charitable mission and comply with Board policy.

Section 2. Spending Authorization

Unless the Board adopts a stricter policy or approves a different amount in an annual budget, expenditures shall be authorized as follows:

13. Expenditures under $500 may be approved by the Executive Director or Treasurer.
14. Expenditures of $500 through $3,000 require approval by the Executive Director or Treasurer other than the person requesting or receiving payment.
15. Expenditures over $3,000 require approval by the Executive Director, and two Board members.

The Board may authorize emergency spending procedures for urgent animal care, medical treatment, transport, boarding, or other time-sensitive rescue needs. Emergency expenditures shall be reported to the Treasurer and Board as soon as reasonably practical.

Section 3. Annual Budget

The Board shall review and approve an annual budget for each fiscal year. The budget may be amended by Board approval as needed. The Treasurer, Executive Director, and any other persons designated by the Board may assist in preparing the proposed budget.

Section 4. Financial Reports

The Treasurer shall provide financial reports to the Board at regular meetings and shall provide an annual financial report to the Board after the close of each fiscal year. Financial reports should include income, expenses, account balances, restricted funds, major liabilities, and other information reasonably needed for Board oversight.

Section 5. Annual Tax Filing Review

The Board shall review the Corporation's annual Form 990, Form 990-EZ, Form 990-N, or other required tax filing before submission, unless timing or filing requirements make prior review impractical. If prior review is impractical, the Treasurer shall provide the filing to the Board as soon as reasonably practical after submission.

Section 6. Independent Financial Review

If the Corporation's annual gross receipts exceed $250,000, or if otherwise required by law, grant condition, lender, insurer, or Board policy, the Board shall consider whether to obtain an independent financial review, compilation, or audit by a qualified outside professional. The Board may also require an independent financial review, compilation, or audit at any time, including in connection with extended Treasurer service, transition between Treasurers, concerns regarding financial controls, or other circumstances where independent review would support transparency, accountability, or sound financial oversight.

ARTICLE XI. INDEMNIFICATION

To the fullest extent permitted by law, the Corporation may indemnify any Director, officer, advisor, employee, or volunteer who is made a party to a proceeding because of service to the Corporation, provided the person acted in good faith and in a manner reasonably believed to be in the best interests of the Corporation.

The Corporation may purchase and maintain insurance on behalf of Directors, officers, advisors, employees, or volunteers against liability asserted against or incurred by them in such capacity, to the extent permitted by law.

ARTICLE XII. TRANSITION TO FIVE-MEMBER BOARD

Upon adoption of these Bylaws, the Directors then in office may elect or appoint the initial Vice President and Director-at-Large by majority vote. The initial Vice President and Director-at-Large need not approve or sign the adoption of these Bylaws before taking office. The Board may assign initial terms for those positions as needed to establish the staggered election schedule in Article IV.

The adoption of these Bylaws shall not shorten the term of any Director then in office unless the Board separately approves such action in accordance with these Bylaws and applicable law.

ARTICLE XIII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles of Incorporation may be amended in the manner provided by law. Written notice setting forth the proposed amendment or a summary of the changes shall be given to each Director before the meeting at which the amendment will be considered.

Section 2. Bylaws

These Bylaws may be amended, restated, or repealed by a majority vote of the Directors then in office at any regular or special meeting, provided that written notice setting forth the proposed amendment or a summary of the changes is given to each Director within the time and manner required for notice of Board meetings.

ADOPTION OF AMENDED AND RESTATED BYLAWS

The Board previously adopted bylaws for the Corporation on July 27, 2022. These Amended and Restated Bylaws were adopted by the Board of Directors of Rocky Mountain Dachshund Rescue on July 26, 2026, and replace and supersede all prior bylaws of the Corporation.

Director / President: Eric Nikolaisen ______________________________

Director / Treasurer: Janell Hall, Treasurer (Jul 26, 2026 18:45:47 MDT) ______________________________

Director / Secretary: Amber McIlravy
Amber McIlravy (Jul 26, 2026 18:42:43 MDT) ______________________________