



Fresh Start Rescue Bylaws

Article I: Name & Purpose

1. Section 1: Name

- a. The name of the organization shall be Fresh Start Rescue, hereafter referred to as “the Rescue.”

2. Section 2: Nonprofit Purpose

- a. The Rescue is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Rescue shall operate as a nonprofit, foster-based animal rescue dedicated to the humane care, rehabilitation, and placement of dogs in need.

3. Section 3: Mission

- a. To save the lives of pets in need through compassionate foster-based care, and to support our community with education, resources, and programs that help pets and the people who love them.

4. Section 4: Vision

- a. A community where every pet is safe, loved, and supported, and every family has the resources to keep pets in their homes.

5. Section 5: Purpose

- a. To fulfill its mission, the Rescue may engage in the following activities:
 - i. Providing foster-based care, rehabilitation, and adoption services for dogs in need.
 - ii. Partnering with shelters, animal control agencies, and community organizations to support responsible and ethical rescue practices.
 - iii. Offering education, resources, and support to fosters, adopters, and the community to promote responsible pet ownership.
 - iv. Ensuring transparent, ethical, and values-driven decision-making in all operations.
 - v. Conducting fundraising activities consistent with nonprofit regulations to support the Rescue’s mission and programs.

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6. Section 6: Limitations

- a. No part of the net earnings of the Rescue shall inure to the benefit of, or be distributable to, its Directors, officers, members, or other private persons, except that the Rescue shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its mission and nonprofit purpose.
- b. The Rescue shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

7. Section 7: Definitions

- a. Abstention
 - i. An “abstention” means a Director chooses not to vote. Abstentions do not count as votes cast and do not affect the calculation of a majority or supermajority unless otherwise stated in these bylaws.
- b. Conflict of Interest
 - i. A situation in which a Director’s personal, financial, or professional interests may conflict with the interests of the Rescue, as further defined in the Conflict of Interest Policy.
- c. Director
 - i. A voting member of the Board of Directors.
- d. Director in Good Standing
 - i. A Director who meets the criteria outlined in Article IV, Section 18.
- e. Majority Vote
 - i. A “majority vote” means more than half of the Directors present at a meeting where a quorum is established.
- f. Officer
 - i. An individual elected by the Board to serve in a leadership role as defined in Article V.
- g. Quorum
 - i. A quorum means a majority of Directors then in office, as required in Article IV, Section 9(c).
- h. Remote Participation
 - i. ‘Remote Participation’ shall include any electronic method that allows all Directors to hear and communicate with one another in real time.
- i. Supermajority Vote
 - i. A “supermajority vote” means at least two-thirds (2/3) of all Directors then in office, unless otherwise specified.
- j. Written Notice
 - i. For purposes of these bylaws, ‘Written Notice’ includes email or other electronic communication that provides a written record.

Article II: Core Values

Enforcement of this Article shall be consistent with the Rescue’s Anti-Harassment & Anti-Bullying Policy and other organizational policies adopted under Article XI.

1. Section 1: Purpose of Values



- a. The Core Values of the Rescue guide all decisions, actions, and conduct of the Board of Directors, Officers, volunteers, fosters, and representatives of the organization. These values are foundational to the Rescue's mission and shall be upheld in all operations, communications, and relationships.

2. Section 2: Integrity

- a. The Rescue operates with honesty, ethics, and consistency. Directors, Officers, and volunteers shall act in good faith, fulfill commitments, avoid shortcuts, and maintain the highest standards of ethical conduct in all organizational matters, including financial stewardship and communication.

3. Section 3: Compassion

- a. The Rescue is committed to compassionate treatment of both animals and people. All representatives shall demonstrate empathy, patience, and non-judgment, ensuring that interactions with fosters, adopters, volunteers, partners, and community members reflect kindness and respect.

4. Section 4: Transparency

- a. The Rescue maintains open and honest communication regarding its processes, decisions, finances, and the medical or behavioral needs of animals in its care. Transparency is required in all organizational operations, including adoption decisions, intake evaluations, and financial practices, except where confidentiality is legally or ethically required.

5. Section 5: Respect and Appreciation

- a. The Rescue values every foster, adopter, volunteer, and partner. All representatives shall create an environment where individuals feel supported, heard, appreciated, and safe to ask questions, share concerns, or offer ideas without fear of judgment or pressure. Respectful communication is required at all times.

6. Section 6: Accountability

- a. All representatives of the Rescue are expected to uphold these values and fulfill their responsibilities. The Rescue maintains a culture free from bullying, harassment, gossip, or divisive behavior. The Board may take corrective action, up to and including removal, when necessary to protect the organization's mission and values.

7. Section 7: Safety and Responsibility

- a. The Rescue prioritizes the safety and well-being of animals and people above speed, convenience, or volume. Decisions shall be made with careful consideration of risk, capacity, and the long-term welfare of the animals and individuals involved.

8. Section 8: Sustainability



- a. The Rescue grows intentionally and responsibly. Decisions regarding intake, programming, partnerships, and expansion shall prioritize long-term stability, quality of care, and organizational capacity.

9. Section 9: Ethical Rescue Practices

- a. The Rescue upholds humane, responsible, and ethical rescue practices. This includes promoting responsible pet ownership, providing accurate information about animals, and engaging in community education and support consistent with the Rescue's mission.

10. Section 10: Enforcement

- a. Violation of these Core Values by any Director, Officer, volunteer, or representative may require corrective action, which could include removal from a position or termination of affiliation, as determined by the Board.

Article III: Nonprofit Status and Restrictions

1. Section 1: Nonprofit Status

- a. The Rescue is organized and shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

2. Section 2: No Private Inurement

- a. No part of the net earnings of the Rescue shall inure to the benefit of, or be distributable to, its Directors, Officers, members, or other private persons, except that the Rescue is authorized to pay reasonable compensation for services rendered and to make payments in furtherance of its mission and nonprofit purpose.

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3. Section 3: Limitations on Activities

- a. The Rescue shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3).

4. Section 4: Political Campaign Activity Prohibited

- a. The Rescue shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

5. Section 5: Legislative Activity (Lobbying)

- a. The Rescue may engage in insubstantial lobbying activities that are permitted under Section 501(c)(3), including advocating for legislation that supports animal welfare, provided such activities do not constitute a substantial part of the Rescue's overall operations.

Article IV: Board of Directors

1. Section 1: Authority and Responsibilities



- a. The Board of Directors is the governing body of the Rescue and is responsible for upholding the mission, values, and long-term stability of the organization. The Board provides strategic direction, ensures financial and operational oversight, and safeguards the Rescue's ethical standards. Directors shall act in the best interest of the Rescue and the animals it serves.

2. Section 2: Composition and Number

- a. The Board shall consist of no less than three (3) Directors.

3. Section 3: Qualifications

- a. Directors must demonstrate integrity, accountability, respect, and alignment with the Rescue's mission and Core Values. Directors must support ethical rescue practices, maintain professionalism, and contribute positively to a collaborative organizational culture.

4. Section 4: Terms of Office

- a. Directors shall serve staggered terms to ensure continuity of governance and preservation of institutional knowledge. At the initial organizational meeting, the Board shall assign initial terms as follows:
 - i. One third of Directors shall serve an initial one-year term.
 - ii. One third of Directors shall serve an initial two-year term.
 - iii. One third of Directors shall serve an initial three-year term.
- b. Following the expiration of these initial terms, all Directors shall serve three-year terms and may be re-elected for unlimited consecutive terms.
- c. No more than one-third of the Board shall have terms expiring in any given year, except in cases of resignation, removal, or expansion of the Board.
- d. Directors appointed to fill a vacancy shall serve the remainder of the unexpired term and may be re-elected thereafter.
- e. Term staggering shall be maintained whenever new Directors are added, ensuring that the rotation of expiring terms remains balanced and does not compromise continuity.
- f. Anyone serving in a non-voting ex officio capacity, is not subject to term limits or staggered terms.

5. Section 5: Election of Directors

- a. Directors shall be elected by a majority vote of the Board. Directors may be re-elected at the end of each term. Vacancies may be filled by majority vote of the remaining Directors.

6. Section 6: Duties of Directors

- a. Directors are expected to:
 - i. Act in good faith and in the best interest of the Rescue.
 - ii. Uphold the Rescue's Core Values in all interactions and decisions.



- iii. Maintain confidentiality of sensitive information. Breach of confidentiality may require Board review and appropriate action, which may include removal under Article IV, Section 13.
- iv. Directors are expected to avoid conflicts of interest and disclose potential conflicts promptly.
- v. Participate actively in meetings, communications, and board activities.
- vi. Support fundraising and community engagement efforts in a governance capacity, such as providing oversight, guidance, or advocacy, without requiring operational participation or personal financial contributions.
- vii. Foster a respectful, supportive, and collaborative environment for volunteers, fosters, adopters, and fellow board members.
- viii. Directors shall comply with all organizational policies adopted under Article XI, including but not limited to the Whistleblower Policy, Document Retention & Destruction Policy, Anti-Harassment & Anti-Bullying Policy, and Conflict of Interest Policy.
- ix. Directors shall maintain good standing as defined in Section 18 of this Article.

7. Section 7: Standards of Conduct

- a. Directors shall conduct themselves with professionalism, respect, and integrity. The following behaviors are inconsistent with the Rescue's values and may require corrective action, up to and including removal:
 - i. Harassment, bullying, intimidation, or disrespectful conduct.
 - ii. Gossip, divisiveness, or behavior that undermines the Rescue's culture or mission.
 - iii. Dishonesty, misrepresentation, or unethical conduct.
 - iv. Actions that compromise the safety of animals, volunteers, or the public.
 - v. Failure to uphold the Rescue's Core Values or fulfill board responsibilities.

8. Section 8: Access to Organizational Records

- a. Directors shall have reasonable access to organizational records necessary to fulfill their governance responsibilities, subject to confidentiality requirements and applicable law.

9. Section 9: Meetings

- a. Meeting Types
 - i. Regular meetings of the Board shall be held at least quarterly, or more frequently as determined by the Board. Regular meetings may be held in person or via electronic means that allow all participants to communicate.
 - ii. Special meetings of the board may be called by the President or by any two (2) Directors. Notice of a special meeting shall be provided to all Directors at least ninety-six (96) hours in advance and shall include the



purpose of the meeting. Only business stated in the notice may be conducted at a special meeting. Special meetings may be held by electronic means.

- iii. Emergency meetings may be called by the President when immediate action is required to address urgent matters affecting the Rescue, its animals, or its operations. Notice shall be provided as soon as reasonably possible. Emergency meetings may be held by electronic means.
- iv. Annual meetings shall be held once per fiscal year for the purpose of reviewing organizational performance, electing officers, approving annual goals, and conducting any other business deemed appropriate for annual review. An annual meeting may be in addition to all regular meetings or may take the place of one regular meeting.

b. Meeting Notice

- i. Unless otherwise stated in these bylaws, notice of regular meetings shall be provided to all Directors at least seven (7) days in advance. Notice may be delivered electronically.
- ii. Attendance at a meeting constitutes waiver of notice unless the Director attends solely to object to improper notice.

c. Quorum

- i. A majority of Directors shall constitute a quorum for the transaction of business. No official action or vote may occur without a quorum present, either in person or by remote participation. If a quorum is not present, the meeting may proceed for discussion only, and any proposed actions shall be deferred until a quorum is achieved.

d. Meeting Attendance

- i. Board members are expected to attend a minimum of 80% of all regular board meetings each fiscal year, whether in person or by remote participation.
- ii. Absences due to illness, family emergencies, or unavoidable conflicts may be excused by the Chair.
- iii. Repeated unexcused absences or failure to meet the attendance requirement may result in review by the Board and potential removal under Article IV, Section 13 (Removal of Directors). Attendance will be recorded in meeting minutes and reviewed annually by the Board.

10. Section 10: Voting

- a. Each Director shall have one vote. Decisions shall be made by majority vote of Directors present at a meeting where a quorum is established, unless otherwise required by these bylaws.



- b. In the event of a tie vote, the designated Tie-Breaker Officer for that fiscal year shall cast the deciding vote. The Tie-Breaker Officer shall be selected annually by majority vote of the Board and may not be the Board Chair or President. The Tie-Breaker Officer must be present at the meeting to cast the deciding vote and may not abstain.
- c. Certain decisions will require a supermajority vote of two-thirds (2/3) of all Directors then in office. These decisions include:
 - i. Amendments to the bylaws
 - ii. Removal of Directors
 - iii. Approval of **non-urgent** expenditures exceeding \$5,000.
 - 1. Urgent or emergent expenditures related to animal health or safety are governed by Section 12 and the Rescue's Financial Policies.

11. Section 11: Action Without a Meeting (Email Voting)

- a. The Board may act without a meeting if all Directors receive notice of the proposed action via email or other written electronic communication. Directors shall have 96 hours to respond unless a different timeframe is stated in the notice. Approval by a full majority of the Board, not just those who respond, shall constitute valid action. Failure to respond within the stated timeframe shall be treated as abstention. All actions taken under this section shall be recorded in the minutes of the next regular meeting.
- b. Urgent or emergent matters related to animal health or safety are not subject to the 96-hour response period and shall be handled under the emergency authority described in Section 12 and in accordance with the Rescue's Financial Policies.
- c. Supermajority requirements in Section 10(c) apply to email votes unless the matter qualifies as an emergency under Section 12.

12. Section 12: Emergency Authority of the President

- a. The President is authorized to take limited emergency action without prior Board approval when **immediate** decisions are required to protect the health, safety, or welfare of an animal in the Rescue's care, or to prevent imminent harm to volunteers, fosters, or the public.
- b. Emergency expenditures shall not exceed \$2,500 without notifying the Board Officers. Expenditures exceeding \$5,000 require Board approval unless delay would result in significant harm to an animal, in which case the President may act under this Section and must notify the Board as soon as reasonably possible.
- c. All emergency actions taken under this Section shall be reported to the Board promptly and ratified at the next regular meeting or via email vote.
- d. Additional details, thresholds, and procedures shall be governed by the Rescue's Financial Policies, which the Board may adopt and amend without revising these bylaws.



13. Section 13: Resignation

- a. A Director may resign at any time by providing written notice to the Board President or Secretary. The resignation shall be effective upon receipt unless a later date is specified.
- b. A resigning Director shall cooperate in the transition of responsibilities.

14. Section 14: Removal of Directors

- a. When necessary to protect the organization's mission, values, or operations, a Director may be removed with or without cause, by a two-thirds (2/3) vote of the remaining Directors. Grounds for removal include, but are not limited to:
 - i. Violation of the Rescue's Core Values or Standards of Conduct.
 - ii. Failure to perform duties or persistent inactivity.
 - iii. Conduct detrimental to the Rescue's mission, reputation, or operations.
 - iv. Conflict of interest that cannot be appropriately resolved.

15. Section 15: Vacancies

- a. Vacancies on the Board may be filled by majority vote of the remaining Directors. A Director appointed to fill a vacancy shall serve the remainder of the unexpired term.

16. Section 16: Compensation

- a. Directors shall not receive compensation for their service as board members. Directors may be reimbursed for reasonable expenses incurred on behalf of the Rescue and may receive compensation for separate professional services rendered to the Rescue, provided such arrangements comply with conflict-of-interest policies and applicable law.

17. Section 17: Board Member Expectations

- a. Directors are expected to fulfill their primary role as governance leaders of the Rescue. This includes providing strategic oversight, upholding the Rescue's Core Values, actively participating in decision-making, and supporting the long-term stability and ethical operations of the organization.
- b. Directors are not required to participate in operational activities such as fostering, transporting, event staffing, or hands-on rescue work. Such activities are voluntary and may be undertaken at the discretion of the individual Director, provided they do not interfere with governance responsibilities or create conflicts of interest.
- c. Directors are not required to make personal financial contributions or meet fundraising quotas. Directors are encouraged to support fundraising and community engagement efforts in ways that align with their skills, capacity, and comfort level, but such participation is voluntary.
- d. Directors are expected to promote a respectful, professional, and collaborative culture.



- e. Directors shall prioritize governance responsibilities over optional volunteer activities. In cases where operational involvement may conflict with governance duties, the governance role shall take precedence.

18. Section 18: Good Standing of Directors

- a. A Director is considered in good standing when they:
 - i. Attend at least 80% of regular board meetings, excluding excused absences.
 - ii. Adhere to the Rescue's Core Values and Standards of Conduct.
 - iii. Comply with all required annual acknowledgements, disclosures and policies.
 - iv. Participate in governance responsibilities in good faith and with professionalism.
- b. Directors who are not in good standing may be reviewed by the Board to determine appropriate next steps, which may include corrective action or removal under Article IV, Section 13.

19. Section 19: Non-Membership Structure

- a. The Corporation shall have no voting members. All authority for governance and decision-making is vested exclusively in the Board of Directors.

20. Section 20: Annual Board Acknowledgement.

- a. All Directors shall annually sign the Board Member Acknowledgment Form affirming their understanding of the bylaws, core values, fiduciary duties, and governance expectations of the Rescue.

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21. Section 21: Board Self-Evaluation

- a. The Board shall conduct an annual self-evaluation to assess governance effectiveness, board engagement, and alignment with the Rescue's mission and Core Values.

22. Section 22: Education and Training

- a. Directors are expected to participate in periodic board training or development activities as determined by the Board.

23. Section 23: Advisors

- a. The Board may appoint non-voting advisors to provide expertise or guidance. Advisors shall not have voting rights or fiduciary responsibilities.
- b. Advisors may attend meetings at the Board's discretion but shall not participate in votes or be counted toward quorum.

Article V: Officers

1. Section 1: Officers and Duties

- a. The officers of the Rescue shall consist of a President, Secretary, and Treasurer. One individual may hold more than one office except that the roles of President



and Secretary may not be held by the same person. Officers shall perform the duties prescribed by these bylaws and any additional duties assigned by the Board.

b. President:

- i. Provides leadership to the Board, presides over meetings, ensures adherence to the mission and Core Values, and oversees the general operations of the Rescue.
- ii. The President may represent the Rescue publicly and is responsible for ensuring that board decisions are implemented.
- iii. The President also holds limited emergency authority as outlined in Article IV.
- iv. The President shall have authority to set meeting agendas, facilitate discussion, and enforce decorum to ensure meetings are conducted efficiently and in accordance with these bylaws.

c. Secretary:

- i. Maintains accurate records of board actions, including meeting minutes and email votes.
- ii. Manages organizational documents.
- iii. Ensures compliance with record-keeping requirements.
- iv. Oversees official correspondence.

d. Treasurer:

- i. Oversees financial management, including budgeting, reporting, and maintaining accurate financial records.
- ii. Ensures compliance with nonprofit financial standards.
- iii. Provides regular financial updates to the Board.

e. Tie-Breaker

- i. Casts the deciding vote in the event of a tie vote during a meeting.

2. Section 2: Election and Term of Officers

- a. Officers shall be elected by a majority vote of the Board of Directors at the organizational meeting and thereafter at each annual meeting.
- b. Officers shall serve one-year terms and may be re-elected for unlimited consecutive terms.
- c. Only Directors in good standing may serve as Officers.
- d. An Officer's term shall end automatically if their service as a Director ends.

3. Section 3: Removal of Officers

- a. An officer may be removed from their officer role, with or without cause, by a majority vote of the Board. Removal from an officer position does not automatically remove the individual from the Board unless a separate removal action is taken under Article IV.



4. Section 4: Resignation of Officers

- a. An officer may resign at any time by providing written notice to the Board President or Secretary. The resignation shall be effective upon receipt unless a later date is specified.

5. Section 5: Vacancies

- a. A vacancy in any officer position may be filled by **majority vote** of the Board for the remainder of the unexpired term.

6. Section 6: Authority and Limitations

- a. Officers shall have the authority necessary to perform their duties but may not:
 - i. Act contrary to Board decisions.
 - ii. Bind the Rescue to contracts or obligations without Board authorization.
 - iii. Use their position for personal benefit.
 - iv. Operational decisions may be delegated to officers or designated volunteers, but strategic and financial decisions remain under Board authority.

7. Section 7: Executive Leadership

- a. The Board may, by majority vote, appoint an Executive Director or similar leadership role in the future. The Executive Director may be compensated and shall report to the Board. This position is optional and may be created or dissolved as the Rescue grows.

8. Section 8: Acting Officers

- a. If an officer is temporarily unable to fulfill their duties, the Board may appoint an acting officer by majority vote until the officer resumes their role or a replacement is elected.

9. Section 9: Alignment With Core Values

- a. All officers shall uphold the Rescue's Core Values and Standards of Conduct. Officers are expected to model professionalism, integrity, and constructive communication in all interactions with volunteers, fosters, adopters, and the public.

10. Section 10: Officer Succession and Temporary Authority

- a. In the absence or temporary incapacity of the President, the Secretary shall preside over meetings and assume the President's duties until the President resumes their role or the Board appoints an Acting President.
- b. If both the President and Secretary are unavailable, the Treasurer shall preside until the Board designates an Acting President.
- c. If the office of President becomes vacant, the Board shall appoint an Acting President by majority vote to serve until a permanent replacement is elected under these bylaws.



- d. Officers may temporarily delegate specific duties to another officer or qualified individual with approval of the Board, provided such delegation does not conflict with these bylaws or Board decisions.

Article VI: Committees

1. Section 1: Establishment of Committees

- a. The Board of Directors may establish committees as needed to support the Rescue's mission, operations, and governance. Committees may be standing or ad hoc and shall operate under the authority delegated by the Board.

2. Section 2: Committee Authority

- a. Committees serve in an advisory or operational support capacity and may not:
 - i. Take actions reserved for the Board.
 - ii. Bind the Rescue to contracts or financial obligations.
 - iii. Override Board decisions.
 - iv. Act independently of Board oversight.
- b. Committees may make recommendations, carry out assigned tasks, and support program operations within the scope defined by the Board.

3. Section 3: Committee Membership

- a. Committee members may include Directors, volunteers, fosters, or community members with relevant expertise. The Board shall appoint committee members by majority vote. The Board may remove committee members at any time by majority vote.

4. Section 4: Committee Chairs

- a. Each committee shall have a Chair appointed by the Board. The Chair is responsible for:
 - i. Coordinating committee activities.
 - ii. Ensuring alignment with the Rescue's mission and Core Values.
 - iii. Reporting progress and recommendations to the Board.
 - iv. Maintaining a respectful and collaborative environment.
 - v. The Chair may be a Director or a qualified non-Director, at the Board's discretion.

5. Section 5: Meetings and Reporting

- a. Committees shall meet as needed to fulfill their responsibilities. Committee Chairs shall provide updates to the Board at regular board meetings or upon request. Committees may meet in person or electronically.

6. Section 6: Term and Dissolution

- a. Committee members serve one-year terms and may be reappointed. The Board may dissolve any committee at any time by majority vote.

7. Section 7: Limitations



- a. Committees do not possess independent decision-making authority unless explicitly granted by the Board. All committee actions requiring Board approval must be submitted for a vote under Article IV.

Article VII: Conflict of Interest

1. Section 1: Purpose

- a. This policy protects the Rescue's integrity, ensures decisions are made in the best interest of the organization and the animals it serves, and maintains public trust. It provides guidelines for identifying, disclosing, and managing conflicts of interest among Directors, officers, committee members, and key volunteers.

2. Section 2: Definition of Conflict of Interest

- a. A conflict of interest exists when an individual's personal, professional, financial, or relational interests could reasonably be perceived to influence their judgment or actions on behalf of the Rescue. Conflicts may be actual, potential, or perceived. Examples include:
 - i. Financial benefit to the individual or their family.
 - ii. Business relationships with vendors, fosters, adopters, or partners.
 - iii. Personal relationships that could bias decision-making.
 - iv. Competing organizational loyalties.
 - v. Accepting gifts, favors, or compensation that could influence actions.

3. Section 3: Duty to Disclose

- a. Individuals covered by this policy must disclose any actual or potential conflict of interest:
 - i. Before participating in related discussions or decisions.
 - ii. As soon as the conflict becomes known.
 - iii. Annually through a signed disclosure form.
 - iv. Disclosure must be made to the Board President or Secretary and recorded in the minutes.

4. Section 4: Recusal and Participation

- a. A Director or officer with a conflict of interest:
 - i. Must not vote on the matter.
 - ii. Must leave the meeting during discussion and voting.
 - iii. May provide factual information if requested by the Board.
 - iv. May not attempt to influence the decision.
- b. The remaining disinterested Directors shall determine whether a conflict exists and how to manage it.

5. Section 5: Board Action on Conflicts

- a. After disclosure and discussion, the disinterested Directors shall decide:
 - i. Whether a conflict exists.



- ii. Whether the individual may provide information.
- iii. Whether the Rescue can obtain a more advantageous arrangement.
- iv. Whether the proposed action is fair, reasonable, and in the Rescue's best interest.

b. Approval requires a majority vote of disinterested Directors.

6. Section 6: Compensation and Financial Interests

- a. Directors and officers shall not receive compensation for board service. If a Director or officer provides separate professional services to the Rescue:
 - i. The arrangement must be disclosed.
 - ii. The individual must recuse themselves.
 - iii. The Board must determine the arrangement is fair and in the Rescue's best interest.

7. Section 7: Gifts and Personal Benefits

- a. Individuals may not accept gifts, favors, or personal benefits that could influence, or appear to influence, their decisions on behalf of the Rescue. Nominal items (e.g., small tokens of appreciation) may be accepted if they do not create an obligation or expectation.

8. Section 8: Annual Statements

- a. Each Director, officer, and committee chair shall annually sign a statement affirming that they:
 - i. Have received and read the Conflict of Interest Policy.
 - ii. Understand their obligations.
 - iii. Agree to comply with the policy.
 - iv. Have disclosed any potential conflicts.

9. Section 9: Violations of the Policy

- a. If the Board has reasonable cause to believe an individual has failed to disclose a conflict:
 - i. The individual shall be informed and given an opportunity to explain.
 - ii. The Board shall determine whether a violation occurred.
 - iii. The Board may take corrective action, including removal under Article IV.

10. Section 10: Recordkeeping

- a. All conflict disclosures, recusals, discussions, and votes shall be documented in the minutes of the meeting or in the record of an email vote.

Article VIII: Financial Controls

1. Section 1: Purpose

- a. The purpose of this article is to ensure responsible stewardship of the Rescue's financial resources, protect against misuse or mismanagement, maintain transparency, and support compliance with nonprofit financial standards. These



controls apply to all Directors, officers, volunteers, and individuals handling Rescue funds.

2. Section 2: Fiscal Responsibility

- a. The Board of Directors holds ultimate responsibility for the financial health and integrity of the Rescue. The Board shall:
 - i. Approve the annual budget.
 - ii. Review financial reports regularly.
 - iii. Ensure appropriate internal controls.
 - iv. Oversee compliance with applicable laws and nonprofit standards.
 - v. The Treasurer is responsible for day-to-day financial management as delegated by the Board.

3. Section 3: Banking and Accounts

- a. The Rescue shall maintain its funds in one or more accounts at a federally insured financial institution. All accounts shall be held in the name of the Rescue. The Board shall authorize:
 - i. Opening or closing bank accounts.
 - ii. Designated signers on each account.
 - iii. Online banking access.
- b. No personal accounts may be used for Rescue funds.
- c. Personal funds may be used to make purchases on behalf of the Rescue, provided such expenses are documented and submitted for reimbursement in accordance with the Rescue's financial policies.

4. Section 4: Authorized Signers

- a. The Board shall designate at least two (2) authorized signers for all bank accounts. Authorized signers may include the President, Treasurer, or other individuals approved by the Board.
- b. No individual may sign a check or authorize a transaction payable to themselves.

5. Section 5: Spending Authority

- a. The following spending limits apply unless otherwise approved by the Board:
 - i. Routine operational expenses (e.g., veterinary care, supplies, medications, transport): The Treasurer or President may authorize expenditures up to an amount set by Board policy.
 - ii. Emergency expenditures: The President may authorize emergency spending necessary to protect the health or safety of an animal or volunteer, consistent with the emergency authority outlined in Article IV.
 - iii. Non-routine or large expenditures: Any expenditure exceeding the Board-approved limit requires majority vote of the Board.
- b. All expenditures must be consistent with the Rescue's mission and budget.

6. Section 6: Dual-Control Requirements



- a. To ensure financial integrity:
 - i. Checks over the Board-approved threshold require two signatures.
 - ii. Electronic payments over the threshold require documented approval from two authorized individuals.
 - iii. No individual may authorize and record the same transaction.
 - iv. The treasurer may not reconcile bank statements for any month in which they were the sole signer on more than 50% of transactions.
 - v. These controls may be adjusted by Board policy as the Rescue grows.

7. Section 7: Reimbursements

- a. Individuals seeking reimbursement must submit:
 - i. A completed reimbursement request.
 - ii. Itemized receipts.
 - iii. Proof of payment.
- b. Reimbursements must be approved by the Treasurer or President and must comply with the Rescue's policies and budget. No reimbursement shall be made without documentation.

8. Section 8: Financial Reporting

- a. The Treasurer shall provide regular financial reports to the Board, including:
 - i. Current account balances.
 - ii. Income and expenses.
 - iii. Outstanding obligations.
 - iv. Budget-to-actual comparisons.
- b. Reports shall be reviewed at each regular board meeting and documented in the minutes.

9. Section 9: Recordkeeping

- a. The Rescue shall maintain accurate and complete financial records, including:
 - i. Bank statements.
 - ii. Receipts and invoices.
 - iii. Reimbursement forms.
 - iv. Donation records.
 - v. Financial reports.
 - vi. Annual budgets.
- b. Records shall be retained for at least **seven (7) years**, or longer if required by law.

10. Section 10: Annual Review

- a. The Board shall conduct an annual review of the Rescue's financial records. This review may be performed by:
 - i. An independent individual with financial expertise, or
 - ii. A committee of Directors not involved in day-to-day financial transactions.



- b. The purpose is to ensure accuracy, transparency, and compliance with financial controls.

11. Section 11: Prohibition on Private Benefit

- a. No Director, officer, volunteer, or individual may use the Rescue's funds, assets, or resources for personal benefit. All financial decisions must be made in the best interest of the Rescue and consistent with its mission.

12. Section 12: Compliance

- a. All individuals handling Rescue funds must comply with this article and any related financial policies adopted by the Board. Violations may result in corrective action, including removal from office or volunteer roles.

Article IX: Indemnification & Liability Protection

1. Section 1: Purpose

- a. This article protects Directors, officers, committee members, and authorized volunteers from personal liability when acting in good faith on behalf of the Rescue. Its purpose is to encourage responsible service without fear of personal financial loss arising from organizational decisions or activities.

2. Section 2: Standard of Conduct

- a. Indemnification applies only when the individual:
 - i. Acted in good faith.
 - ii. Acted in a manner they reasonably believed to be in the best interest of the Rescue.
 - iii. Exercised the care that an ordinarily prudent person would use in similar circumstances.
 - iv. Did not engage in willful misconduct, fraud, gross negligence, or actions outside the scope of their authority.

3. Section 3: Indemnification of Directors and Officers

- a. To the fullest extent permitted by law, the Rescue shall indemnify any Director or officer who is involved in a legal action, claim, or proceeding because of their role with the Rescue, including:
 - i. Civil actions.
 - ii. Administrative proceedings.
 - iii. Investigations.
 - iv. Alternative dispute resolution processes.
- b. Indemnification may include:
 - i. Attorney's fees.
 - ii. Court costs.
 - iii. Settlements.
 - iv. Judgements.



- v. Other reasonable expenses.
- c. This protection applies whether the action is concluded by settlement, judgment, dismissal or otherwise.

4. Section 4: Indemnification of Volunteers and Committee Members

- a. The Rescue may indemnify volunteers, committee members, or other authorized individuals acting on behalf of the Rescue under the same standards of conduct described above, provided they were acting within the scope of their assigned duties.

5. Section 5: Advancement of Expenses

- a. The Rescue may advance reasonable legal expenses to an individual covered by this article prior to the final resolution of a proceeding, provided that:
 - i. The individual provides a written affirmation of good-faith belief that they meet the standard of conduct, and
 - ii. Agrees to repay the advance if it is later determined they are not entitled to indemnification.

6. Section 6: Insurance

- a. The Rescue may purchase and maintain Directors and Officers (D&O) liability insurance, general liability insurance, or other coverage deemed appropriate by the Board to support or supplement the indemnification obligations described in this article.

7. Section 7: Limitations

- a. Indemnification shall not apply to:
 - i. Criminal actions where the individual is found guilty.
 - ii. Actions involving personal benefit or self-dealing.
 - iii. Acts of fraud, gross negligence, or intentional misconduct.
 - iv. Actions taken outside the scope of their authority.
 - v. Disputes between the individual and the Rescue (unless required by law).

8. Section 8: Non-Exclusivity

- a. The rights to indemnification under this article are not exclusive. Individuals may have additional rights under:
 - i. Insurance policies.
 - ii. Resolutions of the Board.
 - iii. Applicable state or federal law.

9. Section 9: Survival

- a. Indemnification rights continue for any individual who has left their role as Director, officer, or volunteer, and extend to their heirs, executors, and legal representatives.

10. Section 10: Board Review



- a. Any request for indemnification shall be reviewed and approved by a majority vote of disinterested Directors—those not involved in the matter under review.

Article X: Non-Discrimination

1. Section 1: Policy Statement

- a. The Rescue is committed to providing an environment that is inclusive, respectful, and free from discrimination. All individuals interacting with the Rescue—including board members, officers, volunteers, fosters, adopters, donors, and members of the public—shall be treated with dignity, respect, and fairness.
- b. The Rescue shall not discriminate in its programs, services, operations, or governance on the basis of race, color, religion, creed, national origin, ancestry, sex, gender identity or expression, sexual orientation, marital status, age, disability, veteran status, genetic information, or any other characteristic protected by applicable law.

2. Section 2: Scope

- a. This policy applies to all aspects of the Rescue's operations, including but not limited to:
 - i. Board membership and governance.
 - ii. Volunteer participation.
 - iii. Foster and adoption processes.
 - iv. Intake and placement decisions.
 - v. Partnerships and community engagement.
 - vi. Employment decisions, if applicable in the future.

3. Section 3: Reasonable Accommodations

- a. The Rescue will make reasonable accommodations for individuals with disabilities when such accommodations:
 - i. Do not compromise the safety or welfare of animals or people.
 - ii. Do not impose undue hardship on the Rescue's operations.
 - iii. Are consistent with the Rescue's mission and resources.

4. Section 4: Prohibited Conduct

- a. Discriminatory behavior, harassment, or retaliation against any individual is strictly prohibited. This includes:
 - i. Verbal, written, or physical harassment.
 - ii. Exclusionary or biased decision-making.
 - iii. Retaliation against individuals who raise concerns or report violations.
- b. Violations may result in corrective action, including removal from volunteer roles, termination of foster or adoption relationships, or board action as appropriate.

5. Section 5: Reporting and Resolution



- a. Concerns or complaints regarding discrimination or harassment may be reported to any officer of the Rescue. The Board shall review such concerns promptly, confidentially, and impartially, and shall take appropriate action consistent with the Rescue's policies and values.

6. Section 6: Compliance

- a. The Rescue shall comply with all applicable federal, state, and local non-discrimination laws. This article shall be interpreted broadly to protect individuals and uphold the Rescue's commitment to an inclusive and respectful environment.

Article XI: Organizational Policies

1. Section 1: Adoption & Maintenance

- a. The Board of Directors shall adopt and maintain organizational policies necessary to support ethical, transparent, and compliant operations, including but not limited to:
 - i. Whistleblower Policy
 - ii. Document Retention & Destruction Policy
 - iii. Anti-Harassment & Anti-Bullying Policy
 - iv. Advocacy and Legislative Engagement Policy
 - v. Conflict of Interest Policy

2. Section 2: Policy Review

- a. These policies shall be reviewed periodically and may be amended by majority vote of the Board without requiring amendment to these bylaws.

3. Section 3: Policy Development

- a. The Board may develop additional governance policies as needed to support the Rescue's mission and ensure ethical, transparent operations.
- b. Operational procedures and program-level guidelines may be developed and implemented by officers, staff, or volunteers and do not require Board approval or Board vote.

Article XII: Records Inspection

1. Section 1: Authority to Inspect

- a. Board Members shall have the right, at any reasonable time and with reasonable notice, to inspect and review the Rescue's books, records, and documents to the extent necessary to fulfill their fiduciary duties.
- b. Inspection may occur in person or electronically, provided confidentiality and data-security requirements are maintained.

Article XIII: Amendments



1. Section 1: Authority to Amend

- a. These bylaws may be amended, altered, or repealed by a two-thirds (2/3) vote of the Directors then in office, provided that notice of the proposed amendment is given to all Directors in advance.
- b. Amendments must be consistent with the Rescue's mission, values, and legal obligations as a nonprofit corporation.

2. Section 2: Proposal of Amendments

- a. Any Director may propose an amendment. Proposed amendments must be submitted in writing to all Directors prior to consideration, unless the Board unanimously agrees to waive this requirement in urgent circumstances.

3. Section 3: Notice Requirement

- a. Except where unanimously waived, Directors shall receive the full text of any proposed amendment at least seven (7) days before the meeting at which the amendment will be considered. Notice may be delivered electronically.

4. Section 4: Voting Requirement

- a. An amendment to the bylaws requires the approval of a 2/3 vote of the Directors then in office, unless a higher threshold is required by law. Amendments become effective immediately upon approval unless the Board specifies a later effective date.

5. Section 5: Record of Amendments

- a. All approved amendments shall be:
 - i. Incorporated into the official bylaws document.
 - ii. Dated and maintained with the Rescue's permanent records.
 - iii. Distributed to all Directors and officers.

6. Section 6: Limitations

- a. No amendment may:
 - i. Conflict with applicable federal or state law.
 - ii. Jeopardize the Rescue's eligibility for tax-exempt status.
 - iii. Alter the Rescue's nonprofit purpose.
 - iv. Reduce protections related to conflicts of interest, financial controls, or board integrity without explicit majority approval.

7. Section 7: Interpretation

- a. In the event of ambiguity, the Board shall interpret these bylaws in a manner that upholds the Rescue's mission, values, and commitment to ethical, transparent governance.

Article XIV: Dissolution

1. Section 1: Purpose



- a. This article ensures that if the Rescue ceases operations, its remaining assets are distributed in a lawful, ethical, and mission-aligned manner. It protects the Rescue's nonprofit status and ensures compliance with federal and state requirements for 501(c)(3) organizations.

2. Section 2: Authority to Dissolve

- a. The Rescue may be dissolved only by a **majority vote** of the Board of Directors then in office. The Board must determine that dissolution is in the best interest of the Rescue and consistent with its legal and fiduciary obligations.

3. Section 3: Notice of Proposed Dissolution

- a. Before voting on dissolution, the Board shall receive written notice of the proposed action at least fourteen (14) days in advance, unless all Directors unanimously agree to waive this requirement. The notice must include:
 - i. The reason for dissolution.
 - ii. A summary of the Rescue's remaining assets and obligations.
 - iii. A proposed plan for winding down operations.

4. Section 4: Winding Down Operations

- a. Upon approval of dissolution, the Board shall oversee an orderly wind-down of the Rescue's affairs, including:
 - i. Settling debts and obligations.
 - ii. Terminating contracts and agreements.
 - iii. Ensuring appropriate placement or transfer of animals in the Rescue's care.
 - iv. Preserving and securing organizational records.
 - v. Notifying relevant partners, donors and stakeholders.
- b. No Director, officer, volunteer or private individual may receive any portion of the Rescue's assets, except for reimbursement of authorized expenses.

5. Section 5: Distribution of Assets

- a. After paying or providing for all liabilities, the Rescue's remaining assets shall be distributed exclusively to one or more organizations that:
 - i. Are organized and operated for charitable or educational purposes similar to those of the Rescue, and
 - ii. Qualify as tax-exempt under Section 501(c)(3) of the Internal Revenue Code.
- b. The Board shall select the recipient organization(s) by majority vote.

6. Section 6: Prohibition on Private Benefit

- a. No part of the Rescue's net earnings or assets shall inure to the benefit of any Director, officer, volunteer, or private individual. This prohibition applies during operations and upon dissolution.

7. Section 7: Compliance With Law



- a. This article shall be interpreted and applied in accordance with all applicable federal and state laws governing nonprofit dissolution. If any provision conflicts with such laws, the legal requirements shall control.

8. Section 8: Recordkeeping

- a. All documents related to the dissolution process, including board resolutions, financial statements, notices, and final reports—shall be maintained as part of the Rescue’s permanent records.

Article XV: Severability

If any provision of these bylaws is found to be invalid or unenforceable, the remaining provisions shall remain in full force and effect.

Article XVI: Adoption

These bylaws were adopted by the Board of Directors of Fresh Start Rescue on the date indicated below and shall remain in effect until amended or repealed in accordance with Article XIII.

Acknowledgement and Certification of Adoption

The undersigned, being all Directors of Fresh Start Rescue, hereby acknowledge and certify that the foregoing bylaws were duly adopted by the Board of Directors on the date indicated below and are now in full force and effect.

Directors who were not present at the meeting when the Bylaws were formally adopted may sign this page later to acknowledge adoption.

Date adopted: June 6, 2026

Director Name	Signature
Brandy Doyle	
Susan Haase	
Dan Hogan	
Melissa Knutson	
Troy Pierson	
Michelle St Sauver	
Amber Trudeau	
Kristin (KD) Willette	