



Revision Draft Date: April 6, 2020

ARTICLE I. NAME OF ORGANIZATION

The name of the organization is Compassionate Action for Animals.

ARTICLE II. OBJECTIVES & PURPOSE

Section 1. Nonprofit Purpose

This organization is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including distributions to other organizations that qualify as exempt under that code.

Section 2. Specific Purpose

Compassionate Action for Animals encourages people to cultivate empathy for animals and move toward a plant-based diet.

The specific objectives and purpose of this organization shall be:

- Educate and engage the public about animal cruelty and how to prevent it.
- Promote, educate, encourage, and support a plant-based and animal-free product lifestyle.
- Collaborate with other organizations and individuals working to abolish animal cruelty.
- Train and support volunteers and the public in effective communication and advocacy for animals.
- Research and document animal abuse and neglect.

ARTICLE III. BOARD MEMBERSHIP

The membership of the corporation shall consist of the members of the Board of Directors. This board will consist of no fewer than **three trustees** and will elect new trustees by majority vote.

Section 1. Eligibility for Trustees

Application for voting trustees shall be open to any current resident, property owner, business operator, or employee of the Twin Cities metro area that supports the purpose statement in Article II, Section 2. Trustees will be seated after completion and receipt of a trustee application and majority vote of the board. A two-thirds majority of the full board shall be required to remove a trustee from office.

Section 2. Contributions

Board members are expected to show an example of giving and are encouraged to make donations and/or support fundraising events.

Section 3 Terms and Term Limits

A board term lasts three years. Board members who think they may only be able to serve two years may be invited. The full board will vote on whether to invite members to renew their terms at the annual meeting. Board members may serve up to three consecutive terms. After a three year break, those who served three terms may serve again. Terms will be measured from January 1 of the nearest year (if someone began in July 2019 their official three year term would be from Jan 2020-Dec 2022).

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Commitment

Members are expected to commit approximately 3-5 hours per month. Members are also expected to read the executive director and communications coordinator's reports prior to meetings. Board members should also read and participate in discussions on the board email list. This list is typically very low traffic, and will often go several weeks without any traffic at all. Board members may also be asked upon occasion to participate on ad hoc subcommittees for specific projects or tasks. Examples of this include things like working on the budget, participating on a hiring committee, or working on a review of the organization's core values and/or bylaws, etc. These sorts of tasks

are always optional, and the amount of time needed can generally be estimated up front.

Section 1. Board Meetings

Whenever possible, meetings of the board shall be held in the principal office unless otherwise decided by resolution of the board. A minimum of six meetings will be held throughout the year

Board members are encouraged to attend and/or participate in CAA's events and initiatives. Also, they are strongly encouraged to come to CAA sponsored events. Members are highly encouraged to attend the annual fundraising banquet as well as strategic planning meetings, and contribute to Veg Fest initiatives.

Section 2. Special Meetings

At a minimum, the board will host one annual meeting as the first meeting of each calendar year. Special meetings may be called by any two trustees.

Section 3. Notice of Meetings

The secretary is charged to schedule and notify the trustees of the time, place, and agenda for meetings at least two weeks in advance.

Section 4. Quorum

No official business shall be considered without a quorum which shall be the greater of one-third of the trustees. Voting can be done in person or electronically.

Section 5. Acts of the Board

If the president of the board is absent, meetings shall be presided over by someone chosen by the majority of trustees present. A simple majority of trustees present shall decide acts of the board. Trustees not present may vote electronically.

Section 6. Offices

The principal office of the corporation is located in the State of Minnesota. The corporation may have other offices where it is qualified to do business within or without its state of incorporation. The board may change the address of the principal office within the state and such a change shall not be considered an amendment of these bylaws. The present address is:

2100 First Ave S, Suite 200 Minneapolis, MN 55404

The organization shall electronically keep at its principal office and/or at another place as the board may determine:

- minutes of all meetings of the board and committees of the board
- adequate and correct books and records of account of its properties, business transactions, assets, liabilities, receipts, disbursements, gains, and losses
- current copies of the corporation's Articles of Incorporation and Bylaws

ARTICLE V. ADMINISTRATION

Section 1. Board of Trustees

The affairs of the organization shall be exercised under the direction of a Board of Trustees. The Board of Trustees shall have final authority including but not limited to:

- Developing mission, vision, values, strategy, and implementation of CAA business
- arbitrating disputes of policy
- hiring, supervising, and evaluating CAA employees
- controlling the use of CAA's name and identity in the best interest of the organization
- altering and amending bylaws
- delegating authority to an agent
- entering into contracts and agreements
- electing of corporate officers such as board president, executive director, secretary, and treasurer

Section 2. Vacancies

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

Section 3. Compensation

Board members cannot be compensated for volunteering with CAA. However, as appropriate, trustees may be compensated for specialized contributions approved by the board or reimbursed for reasonable expenses.

Section 4. Trustees Guidelines

- Strive to follow a vegan lifestyle
- Ensure CAA achieves the organization's goals
- Maintain donor loyalty and community confidence
- Work to meet all laws and government regulations
- Create, develop, design, and implement strategic plan
- Serve on a committee as a liaison to the board and to the executive director
- Uphold the core values policy statements of the organization group
- Be 18 years old

Trustees shall not be personally liable for debts, liabilities, or other obligations of the corporation and shall be indemnified to the fullest extent permissible under state law.

Every trustee shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and inspect the physical properties of the corporation.

Section 5. Board Member Responsibilities

- The Board of Trustees and each board member is legally accountable for the operations of Compassionate Action for Animals.
- The board should continuously evaluate the mission of the organization and its strategic direction, define specific goals and objectives related to the mission, and evaluate the success of the organization's actions toward achieving the mission. The board will spearhead the creation of strategic plans, and communicate these plans to the rest of the organization.
- The board approves policies for the effective, efficient, and cost-effective operation of the organization.
- The board should approve the organization's annual budget and assess the organization's financial performance in relation to the budget at least four times per year.
- The board is responsible for the financial health of the organization. Board members are expected to make a yearly contribution at any level and are also expected to participate in the fundraising process. This can include asking friends and family for donations, posting about the organization's fundraising activities on social media, or helping plan fundraising events and campaigns.
- Recruitment of new members to the board of trustees as needed
- The board is responsible for hiring, evaluating and firing all staff and all the responsibilities associated with maintaining employees i.e. salary, fundraising for salary, benefits, vacation, sick leave, retirement, job description, policies and procedures governing the worker and her/his actions.

- The board should ensure that an internal review of the organization's compliance with known existing legal, regulatory, and financial reporting requirements is conducted annually and that a summary of the results of the review is provided to the entire board.
- Board members are encouraged to read all communications from CAA.
- Board members are not expected to volunteer to plan events or campaigns, though they can if they choose to.
- Board members are expected to commit to serving a minimum of two years.
- Board members are expected to attend most meetings (5 out of 6 per year). If a board member cannot attend a meeting, they must read the minutes and respond to them on the board email list.
- Board members are expected to attend as many meetings as possible.
- If any of the board members cannot complete the duties listed above, please communicate with the Board President and/or Secretary or Treasurer.

Section 6. The President's Responsibilities

The President of CAA is responsible for the overall coordination of the activities of the board of trustees. This includes ensuring that the board follows the guidelines listed above as well as:

- Acting as a liaison between the board of trustees and the primary staff person
- Oversee board meetings
- Serve as an ex-officio member of all committees
- Call special meetings if necessary
- Assist secretary in preparing agenda for board meetings
- Assist in conducting new board member orientation
- Coordinate employees annual performance evaluation
- Act as a spokesperson for the organization
- Periodically consult with board members on their roles and help them assess their performance

Section 7. The Treasurer's Responsibilities

- The Treasurer of CAA is responsible to ensure CAA's overall financial health and accountability. This includes:
- Ensuring that #4 & #5 in the board responsibilities responsibilities list above are carried out
- Ensuring that 990s and state Attorney General filings are done accurately and in a timely manner

- Ensuring that payroll taxes are paid accurately and timely and that appropriate forms are filled out
- Understand financial accounting for nonprofit organizations.
- Manage the board's review of and action related to the board's financial responsibilities.
- Work with chapters to ensure that appropriate financial reports are made available to the board on a timely basis.
- Assist the chapters in preparing the annual budget and presenting the budget to the board for approval.
- Audit finances yearly.

Section 8. The Secretary's Responsibilities

- The Secretary of CAA is responsible for:
- Calling meetings of the board of trustees, creating agendas, and facilitating meetings
- Taking minutes at every meeting
- Maintain all board records and ensure their accuracy and safety
- Review board minutes from previous meetings
- Assume responsibilities of the chair in the absence of the board chair, chair-elect, and vice chair
- Provide notice of meetings of the board and/or of a committee when such notice is required

Committee Formation and Dissolution

- Committees may be formed and dissolved by a vote of the board
- Committees must have a charter
- Committees must be chaired by a board member
- Committees may include board members, staff members, and volunteers

Section 9. Suggested Committee Chairs

(NEED AN INTRODUCTORY PARAGRAPH USING FLEXIBLE LANGUAGE (e.g. “may create with a)

- Programs
 - Maybe this would be a more heavily staffed committee because it encompasses so much, including events.
- Veg Fest Committee
- Development
 - This could include both fundraising/grants and finance, or it could be broken into two separate committees: Fundraising & Finance.
- Communications
 - Since this is essentially Emily's job, I'm not sure if this would be quite enough work for a committee. But it could be helpful to have a team working on big picture ideas around communications, rather than her work which I get the sense is more focused on execution.
- Board Development
 - This could be an ad hoc or permanent committee. Or maybe this would fall more under the responsibility of the executive committee. I like the idea of it being a permanent committee mostly for the sake of having a nomination committee that work to diversify and strengthen our board on an ongoing basis. And if this were a permanent committee, perhaps it could also include staffing to broaden the scope of the work. In that case, it could be something more general like “Personnel” rather than “Board Development.” Just brainstorming.
 - I'm imagining this committee would also be in charge of organizing strategic planning, ensuring board compliance, etc. Again, that might be better suited for the executive committee.
- Human Resources Liaison (Laura's suggestion)

ARTICLE VI. CAA STAFF

Section 1: Executive Director

- The Executive Director is expected to attend board meetings. If the Executive Director cannot attend, they should notify the board president in advance.
- This will ensure the executive director is aware of all board discussions and the board is aware of the executive's activities.
- The Board of Directors shall hire an Executive Director who shall serve at the will of the Board.

- The Board of Directors will provide the Executive Director with a job description and annual review.
- The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors.
- No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee.
- The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director may serve ad-hoc member of all committees.
- The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council.
- The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

ARTICLE VII. BOOKS AND RECORDS

The organization shall keep complete books and records of account and minutes of the proceedings of the Board of Trustees.

ARTICLE VIII. LEGAL & TAX EXEMPTION PROVISIONS

These Bylaws are subject to and superseded by any applicable state and federal law and the Articles of Incorporation as filed. If any portion should be invalid or unenforceable, the remainder shall be unaffected.

This corporation shall not carry on any activities not permitted by Internal Revenue Code sections 501(c)(3) or 170(c)(2). No part of this corporation's net earnings shall inure to the benefit of or be distributed to trustees, officers, or other private persons except as reasonable compensation for expenses and services rendered. Upon dissolution, remaining assets after payment of all debts and liabilities shall be

redistributed to one or more exempt purposes as described in Internal Revenue Code 501(c)(3).

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation:

- shall distribute its income for a said period so as not to subject it to tax under Section 4942 of that code
- shall not engage in any act of self-dealing as defined in Section 4941(d)
- shall not retain any excess business holdings as defined in Section 4943(c)
- shall not make any investments that would subject the corporation to tax under Section 4944
- shall not make any taxable expenditures as defined in Section 4945(d)

The board shall cause any annual or periodic report required by law to be prepared and distributed to an office of this state or to the members, if any, of this corporation.

IX. Adoption of Bylaws and Amendments.

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 by email. Articles and amendments shall require the affirmative vote of an absolute majority of directors then in office.

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 nine preceding pages, as the bylaws of this organization.

ADOPTED AND APPROVED by the Board of Trustees on _____.

Julie Knopp, President of the Compassionate Action for Animals Board