

**BY-LAWS OF NATIONAL BRUSSELS GRIFFON RESCUE, INC.**  
A NON-PROFIT CORPORATION

**Article I – Name/History/Purpose/Principal Office**

**Section 1: Name:** The name of the organization shall be National Brussels Griffon Rescue, Inc. (also referred to in these By-Laws as “NBGR”, “the Organization”, and “the Corporation”).

**Section 2: History:** NBGR was incorporated in 2002 in the State of Texas. Major changes to the By-Laws were approved December 17, 2019, and April 8, 2020.

**Section 3: Purpose:** The purpose of NBGR is to:

1. Rescue and see to the care of Brussels Griffons (“Griffs”).
2. Rescue Griffs from situations that are abusive, endangering, or neglectful.
3. Rescue Griffs in danger of being euthanized at area shelters/pounds.
4. Assist owners unwilling to keep their Griffs by finding new homes for them through the Organization’s Owner Surrender Program as an alternative to placing their Griffs in a public shelter or animal control facility.
5. Provide necessary veterinary care.
6. Place rescued Griffs into permanent adoptive homes and in foster homes as they await adoption.
7. Educate the public and promote the importance of spaying/neutering companion animals.
8. Educate the public on how to care for their Griffs.
9. Educate the public on how to help prevent animal cruelty.

**Section 4: Principal Office:** The principal office of the Corporation in the State of Texas shall be located in Dallas County, Texas, at the legal residence of one of its Board Members, which will also be its Registered Office. The Corporation may also have an office at the legal residence of the duly elected President of the Corporation and such other offices, either in Texas or elsewhere, as the Board of Directors (also referred to in these By-Laws as “the Board”) may determine. The Board may change the location of any office of the Corporation, the Registered Office, and Registered Agent.

NBGR will endeavor to maximize the percentage of its operating budget that directly benefits rescued Griffs, including the spaying and neutering of these Griffs. Fundraising to support this will be achieved through solicitation and acceptance of contributions from individuals and other methods or events as the Board desires to utilize.

**Article II – Membership**

**Section 1: General Membership:** This organization will not have General Membership. Financial supporters will be given the title of ‘Donor’, and volunteers will be given the title of ‘Volunteer’. Both Donors and Volunteers will have no rights to vote as directed by the Board of Directors. Volunteers will be required to complete a Volunteer application.

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**Section 2: Foster Home and Volunteer Individuals:** Any person desiring to become an active volunteer or provide an active foster home for the Griffs awaiting adoption will be required to comply with the policies and procedures of NBGR. Foster applicants will be required to fill out a foster application. NBGR shall be authorized and empowered to pay reasonable expenses of volunteers incurred on behalf of NBGR, upon submission of receipts, and to make payments in furtherance of the purposes set forth in Article I, Section 3.

### Article III – Powers

**Section 1: Direction of Powers:** The general powers of the Organization will be exercised, its property controlled, and its business and affairs conducted by or under the direction of the Board of Directors. The Board may act only by a majority vote of all the directors in the matters declared above.

**Section 2: Private Inurement:** No part of the net earnings of the Organization shall inure to the benefit of, or be distributed to, its Board of Directors, Volunteers, or Donors, or any other private persons, except that the Organization shall be authorized or empowered to pay reasonable reimbursements for actual and necessary expenses to further improve the health and well-being of the Griffs and to make payments in furtherance of the purposes set forth in Article I, Section 3.

**Section 3: Discrimination:** The Organization shall not apply its standards, policies, procedures, or practices inequitably, nor single out any particular party for disparate treatment unless justified by substantial and reasonable cause. The Organization shall not discriminate against any reasonable application for a Volunteer or Foster Home because of race, religion, creed, marital status, or sexual preference.

**Section 4: Lobbying:** No substantial part of the activities of the Organization shall involve propagandizing or otherwise attempting to influence legislation, and furthermore, shall not involve intervention (including publishing or distribution of statements) into political campaigns on behalf of, or in opposition to, any candidate for public office.

### Article IV – Structure of the Board Membership

#### Section 1: Board Role, Size/Composition, and Compensation:

- The Board is responsible for the overall policies and direction of the Organization.
- The Board shall consist of up to seven (7) and not fewer than three (3) Members. The Board will elect a Board Chairman with a 60% majority vote by the Board Members. The President and Animal Services (AS) Vice President will automatically serve on the Board of Directors. It is recommended that Board Members have at least three years of volunteer experience with either NBGR or another 501(c)(3) organization.
- The Board receives no compensation other than reimbursement for reasonable expenses after supplying receipts to the Treasurer.

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### **Section 2: Board Duties:**

- The Board Chairman will see to the organization of the Board and arrange for meetings, new appointments, and elections. The Board Chairman will coordinate with the President and Vice President of Animal Services.
- The Secretary shall be responsible for keeping records of the Board meetings, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board Member, assuring that corporate records are maintained, and ensuring that all state and federal communications and reports are kept up to date.
- The Finance Coordinator shall manage the administrative financial affairs of the Organization and shall be responsible for all funds, properties, and securities held by the Organization.
- The Treasurer shall make a report at each Board meeting, or quarterly if no meetings are held, reviewing all receipts and disbursements of the Organization, including those submitted by Animal Services. The Treasurer will form a committee to review or establish a review process in-house or using an outside source.
- The remaining Board Members will be appointed to chair needed NBGR functions, such as grant writing, fundraising, marketing communications, and overseeing the audit of financial records.

**Section 3: Meetings:** The Board shall meet at least once a year.

**Section 4: Action Without Meeting:** Actions required or permitted to be taken by the Board may be taken without a meeting. All of the Officers entitled to vote must, individually or collectively, consent in writing to such action.

**Section 5: Electronic Mail, Telephone Meetings:** Electronic mail shall be considered equivalent to any communication otherwise required to be in writing. Board Members shall also be permitted to participate in meetings through telephone communication if such can be arranged so that all Board Members can hear all other Members.

**Section 6: Terms:** All Board Members shall serve unlimited two-year terms. Renewals or new Members to the Board will be voted on by the existing Board with a 60% approval rate required. Voting can be carried out by written vote.

**Section 7: Quorum:** At least 60% of the Board Members must be in attendance before business can be transacted or motions made or passed.

**Section 8: Notice:** Each Board Member must have written notice two weeks in advance of an official Board meeting. Any written notice, including fax or email, is acceptable.

**Section 9: Dual Duties of Board Members and Officers:** Should the NBGR Board and AS Officers be unable to find suitable Volunteers for certain positions, Board Members or Officers can serve in two capacities. However, the goal should be to have a full slate of knowledgeable

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Board Members and AS Officers, each of whom has responsibility for the duties of a single position.

### **Section 10: Officers and Duties:**

- The President shall review and be responsible for all NBGR business and financial activities, ensure that NBGR is compliant with all legal requirements, and provide a monthly financial report to all Officers. Until such time as a committee is appointed, the President will oversee all marketing and fundraising activities.
- The Vice President of Operations shall be responsible for orderly and compliant conduct of day-to-day NBGR business transactions and coordination of volunteer and commercial support personnel activities.
- The Vice President of Animal Services shall be responsible for all Griff-related functions, rules, and compliance, as well as the conduct of day-to-day activities and functions. The Vice President will also see to the proper functioning of foster volunteers and foster homes and to the care and disposition of all Griffis under the protection of NBGR.
- The President and Vice President of Animal Services will confer with one another on all Animal Services activities and when decisions or changes to policy need to be made.
- The Secretary shall be responsible for keeping records of the NBGR meetings, including overseeing the taking of minutes at all NBGR meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each NBGR Member, and assuring that corporate records are maintained.
- The Treasurer shall manage the administrative financial affairs of NBGR and shall be responsible for all funds, properties, and securities held by the Organization. The Treasurer shall make a report at each NBGR meeting, reviewing all receipts and disbursements of the Organization. In addition, the Treasurer shall provide a monthly financial report to all Officers.
- Responsibilities for Accounts Payable and Accounts Receivable functions will be handled by two separate Volunteers.

**Section 11: Vacancies:** When a vacancy on the Board exists, the Secretary may receive nominations for new Members from present Board Members two weeks in advance of a Board meeting. These nominations shall be sent out to Board Members with the regular Board meeting announcement and be voted upon at the next Board Member meeting.

**Section 12: New Board Members:** Applications for a Board Member position will be accepted from any Volunteer who possesses a skill set that enhances the capacity of NBGR to accomplish the purposes set forth in Article I, Section 3. It is recommended that Board Members have at least three years of volunteer experience with either NBGR or another 501(c)(3) organization.

**Section 13: Resignation, Termination for Absence, Removal:** Resignation from the Board must be in writing and received by the Secretary. A Board Member may be terminated from the Board if she/he has an unexcused absence from a Board meeting. Further, a Director or an

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Officer may be removed at any time, with or without cause, by a majority vote of the other Directors at a meeting called for that purpose.

**Section 14: Conflict of Interest:** The attached three-page statement of agreement with conflict of interest policy is an integral part of the NBGR By-Laws. Each Officer or Director is required to sign it.

### Article V – Rights of Inspection

**Section 1: Inspections:** Every Member of the Board shall have the right at any reasonable time, and on written demand, to examine and make copies of/from the relevant books and records of accounts, minutes, and By-Laws of the Organization.

### Article VI – Fiscal Year

**Section 1: Fiscal Year:** The fiscal year shall be the calendar year. The fiscal year for NBGR shall end December 31.

### Article VII – Indemnification

**Section 1: Terms of Indemnification:** The corporation shall indemnify any Director or Officer or former Director or Officer of the corporation against all expenses actually and reasonably incurred by him or her in connection with the settlement or defense of any action, suit, or proceeding, civil or criminal, in which he or she is involved or made a party to by reason of being or having been such Director or Officer. This indemnity, however, shall not extend to matters as to which such person shall be adjudged in such action, suit, or proceeding, civil or criminal, to be liable for gross negligence or gross misconduct in the performance of his or her duties or to be guilty of committing a felony offense under any federal, state, or local law. The right of indemnification shall not be exclusive of other rights to which any Director or Officer may be entitled as a matter of law.

**Section 2: Insurance:** NBGR will see that insurance coverage is maintained at all times for General Liability, Board of Directors Liability, and when feasible, Accidental Death and Excess Accident Medical Benefits.

### Article VIII – Dissolution

**Section 1: Dissolution:** Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, preferably to another Brussels Griffon rescue organization or to an organization, such as the American Brussels Griffon Association, for the purpose of researching Brussels Griffon medical or health issues. If no such option is available, assets shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction in which the principal office of the Organization is then located,

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exclusively for such purposes, or to such organizations, as the Court of Competent Jurisdiction shall determine are operated exclusively for such purposes.

**Article IX - Amendments to By-Laws**

The By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least 30 days written notice is given of an intention to alter, amend, or repeal the By-Laws or to adopt new By-Laws at such meeting.

**SEAL**

The corporation shall not have a corporate seal.

**CERTIFICATION**

I certify that the foregoing is a true and correct copy of updated By-Laws of the above corporation, duly adopted by the Board of Directors on April 15, 2020.

*Connie Lawrence*

Signature of President

**POLICY REGARDING CONFLICTS OF INTEREST**

**Purpose:** The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

**Certain Definitions:** The following definitions shall be applicable to this conflict of interest policy:

1. Interested Person: any Director, Officer, or member of a committee with governing Board-delegated powers, who has a direct or indirect financial interest, as defined below.
2. Financial Interest: directly or indirectly, through family, business, or investment:
  - a. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
  - b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
  - c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction.
3. Compensation: direct and indirect remuneration, as well as gifts or favors in excess of \$100.00.

**Financial Interest:** A Financial Interest is not necessarily a conflict of interest. A person who has a Financial Interest may have a conflict of interest only if the Board decides, upon majority vote, that a conflict of interest exists.

**Full Disclosure:** In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and all material facts to the Board considering the proposed transaction or arrangement. The Interested Person may make a presentation to the Board setting forth his or her position with respect to the actual or possible conflict of interest, but shall leave the meeting at the conclusion of the presentation to allow discussion of and a vote on the transaction or arrangement involving such conflict of interest. The Interested Person shall not take part in or be privy to any discussions among the Directors as to the existence of a conflict of interest and shall abstain from any vote regarding same if the Interested Person is a Director. If appropriate, the Board may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

**Vote on Transaction:** After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interests, is for the Corporation's benefit, and is fair and reasonable. In conformity with the above determination, the Corporation shall decide whether or not to enter into the transaction or arrangement with the

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**Interested Person.** An Officer or Director who receives compensation, directly or indirectly, from the Corporation for services shall not vote on matters pertaining to such compensation.

**Failure to Disclose:** If the Board has reasonable cause to believe that an Interested Person has failed to disclose an actual or possible conflict of interest, it shall inform the Interested Person of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose. If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the Board determines that the Interested Person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Minutes:** The minutes of the Board and all committees with Board-delegated powers shall contain:

1. the names of the persons who were otherwise found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed; and
2. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion (including any alternatives to the proposed transaction or arrangement), and a record of any votes taken in connection with the proceedings.

**Statement Regarding Conflicts of Interest Policy:** Each Officer and Director shall annually sign a statement of agreement, in a form the same or similar to that attached hereto, affirming that he or she has received a copy of the conflicts of interest policy, has read and understands the policy, has agreed to comply with the policy, and understands that the Corporation is charitable and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its stated goals.

**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, periodic reviews may be conducted.



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**AGREEMENT WITH POLICY REGARDING CONFLICTS OF INTEREST**

I, Jaen Lawrence, serving as a Director of National Brussels Griffon Rescue, Inc., a not-for-profit corporation with its principal place of business in the State of Texas, hereby affirm as follows:

1. I am aware that that the Corporation has a conflicts of interest policy.
2. I have been provided with a copy of the Corporation's conflicts of interest policy and have read same.
3. I understand that the Corporation is a charitable organization and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its stated goals.
4. I understand the Corporation's conflicts of interest policy and agree to comply with same.

<u>Jaen Lawrence</u>	<u>4-11-2020</u>
Signature of Director	Date