

BYLAWS OF TAURUS MOON

ARTICLE I – NAME

Section 1: *Name:*

The name of this corporation shall be Taurus Moon. The business of the corporation may be conducted as Taurus Moon, a nonprofit organization incorporated under the laws of the State of Minnesota.

ARTICLE II – PURPOSES AND LEGAL POWERS

Section 1: *Purpose:*

Taurus Moon is a nonprofit corporation and shall be operated exclusively for educational and charitable purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code

The purpose of this corporation is:

- to empower community members to learn, develop and sustain holistic health practices through mindful movement and meditation, individual and group fitness classes, healthy eating, group health & wellness coaching, all while creating and strengthening community connections
- to support youth mental and physical health by providing programming and resources that promote healing, social-emotional wellbeing, and whole-body health.

Section 2 - *Powers:*

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The Legal powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and service sectors, whether financial or in-kind contributions.

ARTICLE II – BOARD OF DIRECTORS (Governing Body)

Section 1 - *Board Governing Powers*

In compliance with state law and common law, the Board of Directors will execute the fiduciary duties (duty of care; the duty of loyalty; and the duty of obedience) to the nonprofit corporation in all aspects of its governance. The Board has all the powers given by state law which are necessary and appropriate for governing the Corporation, including but not limited to the following:

1. Performance of any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, these Bylaws, or other written policies and procedures of the Corporation.
2. Appointment and removal of Board Directors & Officers.
3. Oversee the affairs and activities of the Corporation and set policies and procedures.
4. Enter into contracts, leases, or other agreements which are, in the judgment of the Board, necessary or desirable to the delivery and execution of the mission.
5. Acquire, manage, improve, encumber, leverage or dispose of real or personal property, through any lawful method.
6. Oversee the participation in financial transactions such as loans, debt obligations, investments, promissory notes, bonds, deeds of trust, mortgages, pledges, etc.
7. Indemnify the Directors, Officers, agents, employees, or independent contractors for liability alleged against or incurred by persons in this capacity or arising out of the person's status or obtain insurance for these purposes.
8. Uphold the Bylaws, Policies and Procedures of the Corporation.
9. The Board of Directors may engage in acts that are in the best interests of the Corporation and that are not in violation of state or federal laws or regulations. No Director will have any right, title, or interest in or to any property of the Corporation.

Section 2 - Number of Directors

Taurus Moon shall have a board of directors consisting of up to 8, but not fewer than 3 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

Section 3 - Terms

All Directors will serve a 2-year term. The Corporation will utilize staggered terms or any other reasonable method to preserve institutional knowledge continuation. There is no limitation on the number of terms a Director may serve, except that Directors must take at least 1 year off after serving 6 consecutive years. Terms may be extended until a successor has been elected. The term of office shall be considered to begin January 1 and end December 31 of the same year in office, unless the term is extended until such time as a successor has been elected.

Section 4 - *Qualifications and Election of Directors*

In order to be eligible to serve as a director, the individual must be 18 years of age and an affiliate within the affiliate classifications created by the board. Directors may be elected at any board meeting by majority vote. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

Section 5 - *Vacancies*

When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members three weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 6 - *Resignation, termination and absences*

Resignation from the board must be in writing and received by the chair . A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a two-thirds vote of the remaining directors.

Section 7 - *Board of Directors Meetings*

- *Regular Meetings:* The board shall meet at least quarterly at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two (2) weeks in advance.
- *Special meetings:* Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out to each board member at least two (2) days in advance.
- *Waiver of Notice:* Any director may waive notice of any meeting, in accordance with MN law.

Section 8 - *Manner of Acting.*

- *Quorum:* A majority (51%) of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the board at any meeting at which a quorum is not present.
- *Majority Vote:* Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which quorum is present shall be the act of the board.

- *Participation:* Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.
- *Decorum:* The Corporation follows lawful and nonprofit sector best practices for conducting business meetings. The Board of Directors will exemplify, communicate, and enforce the expectation that meetings are conducted in an orderly and respectful manner. The Board of Directors by a two-third vote reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. The Chair has the responsibility to require order in a meeting. To that end, the Chair has the authority to call a Director, Officer, or member to order, and exclude non-members, if necessary, to maintain an orderly meeting. The Chair has the authority to remove a participant from the meeting. Another Officer may act in the Chair's place if required.

Section 9 - *Board Written Action Without a Meeting*

Any action that could be taken at a Board meeting may instead be taken by written action, so long as the following conditions are met:

- The action is taken by a vote of the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.
- The votes cast through written action must be voted on through authenticated electronic communication (defined as communication that includes information which one can reasonably identify who the sender was (for example, a known email address, phone number, certified e-signature program, etc.)).
- Once the vote is complete, all directors are given immediate notice of the text and effective date of the written action.
- Action taken under this section is effective when the vote is complete unless the action specifies a different effective date.
- Action taken under this section has the effect of a meeting vote and may be described as a meeting vote in any document.

Section 10 - *Compensation for Board Members for Services*

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

Section 11 - *Compensation for Professional Services by Directors*

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Conflict of Interest policy and state law.

ARTICLE VI – OFFICERS

Section 1 - *Board Officers*

The officers of the corporation shall be president/chair and treasurer, both of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers.

The board may also appoint officers including but not limited to vice-president/chair, secretary, and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine.

Section 2 - *Term of Office*

All Board Officers will serve a 1-year term that coincides with a portion of their term as Director. There is no limit to the number of terms an Officer may serve. However, in the case of the Treasurer, the Treasurer may serve only up to 3 consecutive years. After serving 3 consecutive years, the Treasurer must take at least 1 year off from the Treasurer position before being considered for another term as Treasurer.

Section 3 - *Removal and Resignation*

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under contract to which the officer is a party.

Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

Section 4 - *Board Officer Duties*

The principal officers of the board consist of a Chair and Treasurer, and a Secretary and Vice Chair if desired. Their duties are as follows:

1. Chair. The Chair convenes regularly scheduled board meetings, presides at meetings or arranges for other Directors to preside at each meeting in the

following order: Vice Chair (if any), Secretary, Treasurer. The Chair is a board member with voting rights and will vote at meetings.

2. Secretary. The Secretary is responsible for assuring: 1) the corporate records of board actions are documented through meeting minutes; 2) that meeting notices and agendas are distributed in a timely manner; 3) that records are published as necessary to the members; and generally, that corporate records are maintained.
3. Treasurer. The Treasurer is responsible for assuring: 1) financial records and accounts are kept in a manner that meets state law, IRS and GAAP standards; 2) that the board is informed at least quarterly on the Corporation's financial position and budget-to-actual status; and 3) public facing financial data is provided and tax filings are completed in a timely manner.
4. Vice Chair. The Vice Chair may chair committees or task forces on special subjects as designated by the board and may serve in the Chair's absence when needed.

At the discretion of the Board of Directors, other Board Officers such as Fundraising or Development Director, may be elected with duties that the Board will prescribe.

Officers also have additional duties and powers as prescribed from time to time by the Board of Directors in addition to the duties and powers described by these Bylaws.

Article VII - Executive Officers, Employees, & Independent Contractors

Section 1 - Designation

The Board of Directors may select an Executive Director (whether it uses this title or another comparable title). The Executive Director will be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of the Corporation and implement the policies and decisions of the Board of Directors. The Executive Director has no power or authority apart from that which is delegated to them by the Board of Directors, and the Board has the duty and responsibility to adequately monitor the actions of the Executive Director. The Executive Director is responsible for the hiring, supervision, discipline and discharge of other employees and independent contractors. Hiring decisions require board approval if there is a change in the finances of the Corporation; it is a new or expanded position. Discharge decisions must be brought to the board with specific information regarding the process and specific reasoning resulting in the discharge. If there is a potential threat to the Corporation or any of its members and a discharge must happen in a very timely manner, the Executive Committee will hear and advise the Executive Director in an expedited fashion. The Board collectively supervises the Executive Director and will review their performance annually. The Executive Director may be a non-voting ex officio member of any standing committees and may attend and may participate in all meetings of the Board of Directors except when matters regarding their employment and compensation are under consideration. The Executive Director may not serve as a voting member of the Board of Directors.

1. Compensation - Officers cannot receive compensation for their work. The Corporation may pay compensation to the Executive Director, employees, and other independent contractors for services rendered in accordance with the Conflicts of Interest Policy, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

2. Checks, Drafts, Petty Cash Fund - The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for the Corporation. They may also be authorized to administer a Petty Cash Fund, the size of which is designated by the Board of Directors. The Executive Director is authorized to sign checks up to \$5,000. Checks for amounts greater than \$5,000 shall require the signature of the Treasurer or Board Chair.
3. Volunteers - The Board of Directors may establish policies and procedures to recruit, train, and utilize volunteers in the operation of its activities and fulfillment of its purpose and mission. The Corporation may maintain insurance policies to cover those serving as volunteers.

Section 2 - *Contracts and other Writing*

Except as otherwise provided by resolution or policy of the board, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board. The Executive Director is authorized to sign contracts and other legal documents approved by the board.

Section 3 - *Loans*

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

ARTICLE VIII – Management Provisions

Section 1 - *Diversity, Equity & Inclusion*

1. Non-Discrimination - The Corporation will not discriminate against individuals or groups on the basis of gender, age, ethnicity, religion, creed, national origin, citizenship status, sexual orientation, gender expression, disability, marital status, income, political affiliation, or any other legally protected class in its policies, recommendations, programs, or actions.
2. Equal Opportunity - The Corporation will strive to be an equal opportunity employer and will adopt equal opportunity employment policies that comply with state and local requirements.
3. Diversity, Equity & Inclusion - The Corporation will foster principles of diversity, equity, and inclusion in its mission-driven work. This includes fostering diversity, equity, and inclusion in the organization's policies and procedures; in the election of its corporate directors; in the hiring and advancement of its staff; and in all of its programmatic activities.

Section 2 - *Financial Year*

The accounting year of the Corporation begins on January 1 and ends on December 31.

Section 3 - Annual Budget & Financial Information

The Board will consider programmatic goals and financial objectives in planning for the annual budget. The Board must review and adopt the budget annually. During the financial year, expenditures must be within budget, unless the budget is revised with Board approval as required by the financial policies and procedures. Financial reports are required to be submitted to and reviewed by the full Board no less than quarterly. At minimum, the Board will regularly review the Corporation's: income statement, balance sheet, and budget to actual reports. At minimum, the Board will review annually, the annual financial report, any audit reports, and IRS 990 information return.

Section 4 - Accounts

1. The Corporation will maintain appropriate checking, savings, or other accounts at a reputable bank or financial institution under the name of the Corporation.
2. Any Officer of the Corporation or the Executive Director may be authorized by board resolution to act as signatories on all corporate financial accounts. Corporation will at all times have at least two signatories on every bank account or financial account.
3. All money raised in the Corporation's name must be deposited in corporate accounts as charitable assets and used for charitable purposes according to State and Federal fundraising laws and rules.

Section 5 - Registered Office

The registered office of the Corporation is the place designated in the Articles of Incorporation as the registered office. The Corporation may change its registered office in accordance with state law. The corporate records are stored at the registered office or in an electronic file storage system.

Section 6 - Other Offices

The Corporation may maintain offices or places of business other than the registered office and mailing address on file with its home state.

Section 7 - Records

The Corporation will keep at the registered office address or in an online filing system correct and complete copies of its articles and bylaws; accounting records; and, the meeting minutes of its board, committees, and task forces for the last six years.

In the spirit of nonprofit transparency and accountability, the organization will publish copies of reviewed and approved meeting minutes and its annual financial reports or IRS form 990s online to its public website or other social media platform.

Section 8 - Inspection

A voting member or Director may inspect all records described in the section above, either in person or by agent or attorney, for any proper purpose at any reasonable time. A proper purpose is one reasonably related to the person's interest as a member or Director of the corporation.

Upon request the Corporation will give a voting member or Director who requests it a financial statement (i.e., consolidated financial statements, or income statement and balance sheet, etc.) for the last annual accounting period and a balance sheet with a summary of its assets and liabilities as of the closing date of the last quarterly accounting period.

Section 9 - Ownership of Intangible Assets

From time-to-time accounts will be established on behalf of the Corporation for third party services such as web domains, web services, software services, donor or member lists, etc. All accounts of this nature are assets of the Corporation and should be opened in the name of the Corporation whenever possible. If ownership cannot be established in the name of the Corporation, the individual must grant secondary authority whenever possible or share account information and log in credentials to the Corporation's designee to preserve right of access to these assets and accounts.

Section 10 - Legal Instruments

All contracts, agreements, and other legal instruments executed by the Corporation must be issued in the name of the Corporation, not the individual name of a Director or Officer, employee, etc. The Board may establish internal controls or policies which control the number of officers required to sign legal instruments.

Legal instruments must only be signed after proper consideration and approval by the full Board or those with delegated authority (for example, the Executive Director). In the event a legal instrument is not properly approved, then the individual signing the agreement may be considered personally liable.

Section 11 - Loans

Loans and other debts are not permitted without authorization of the Board of Directors (or those with delegated authority) specifically authorizing the loan or debt. All loans and debts for the Corporation must comply with state laws governing nonprofits.

Section 12 - Periodic Reviews

Periodic reviews are conducted to ensure the Corporation operates in a manner consistent with its charitable purposes; that it files all required paperwork; and does not engage in activities that could jeopardize its tax-exempt status. The periodic reviews will, at a minimum, include the following subjects:

4. Whether compensation arrangements and benefits and vendor payments are reasonable, based on competent survey information, and the result of arm's length bargaining;
5. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction;
6. Whether the Corporation is properly filing annual paperwork with the IRS (including the Form 990) and certain state agencies for charitable solicitation registration; corporate entity registration; unemployment insurance; sales tax revenue reporting; income tax reporting; or social security administration, etc.

7. Whether the Corporation is compliant with state and federal fundraising regulations and industry best practices.

Section 12 - Affiliations

The Corporation may maintain professional affiliations that benefit and strengthen the organization and its capacity to fulfill its mission.

Section 13 - Policies and Procedures

In compliance with the City of Minneapolis grant funding requirements the Board will adopt the following policies and procedures (and review them on a regular basis):

- Financial and internal controls policies
- Conflicts of interest
- Personnel policies and procedures (i.e. an employee handbook or contractor handbook)
- Equal opportunity employment / affirmative action policy
- ADA policy and procedure
- Language access policy
- Audit policy
- Equitable engagement plan
- Board development & training policy
- Member grievance policy

The Board of Directors may also establish policies and procedures to follow best practices or regulations in the nonprofit sector:

- Records retention policy
- Expense reimbursement policy
- Gift acceptance policy
- Volunteer management
- Donor privacy policy
- Regarding other topics as reasonable and necessary

ARTICLE IX – Amending the Articles of Incorporation and Bylaws

The Corporation has the power to amend the Articles of Incorporation and Bylaws. Subject to restrictions imposed by state statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of the Board at a properly called meeting.

In addition, the voting members will approve amendments to the Bylaws at a member meeting. To the extent permitted by state law, the voting members authorize the Board of Directors to amend the Articles as necessary.

Amendments may also be proposed by a petition of at least 25 members. Any petition for amendment must state the text of the amendment and contain the signatures of 25 eligible members. Petitions received will be voted on at a regularly scheduled board meeting not to exceed 120 days from receipt of the petition. The Board will publish the proposed amendment online in advance of the meeting. A petitioned amendment may be approved by a two-thirds vote of the active Directors in a roll-call vote.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of TAURUS MOON were approved by the TAURUS MOON board of directors on 2/2/2023 and constitute a complete copy of the Bylaws of the corporation.

, Secretary

Date: -----