

INDEPENDENT CAT SOCIETY, INC.  
WESTVILLE, INDIANA

BYLAWS

ARTICLE 1: DEFINITION, PURPOSE, POWERS

- A. These Bylaws form the code for the regulation and management of the affairs of the INDEPENDENT CAT SOCIETY, INC.
- B. This Corporation will have the purpose as stated in its ARTICLES OF INCORPORATION, specifically to promote the welfare of all animals, especially cats, by:
1. reduction of pet overpopulation,
  2. education of the public,
  3. prevention of cruelties to animals,
  4. promotion of responsible pet ownership, and
  5. working for more humane legislation.
- C. As a means of achieving the above stated purposes, the members, and specifically the Board of Directors, will work within the following guidelines:
1. **S p a y**/Neuter **and admit** as many unwanted and homeless cats as space and finances allow,
  2. Assist financially those who own cats, but cannot afford the cost of **spaying/neutering**,
  3. Educate the public in proper cat care, including the importance of neutering their cats,
  4. Provide food, shelter, and professionally supervised medical care until a proper home is found for as many unwanted and homeless cats as space and finances allow, and
  5. No cat is to be euthanized unless recommended by a veterinarian for medical reasons **to end pain and suffering**.
- D. The powers of the Corporation are stated in the ARTICLES OF INCORPORATION and such other powers as are now or may be granted hereafter by the GENERAL NOT-FOR-PROFIT CORPORATION ACT of the State of Indiana or any successive legislation.

ARTICLE II: MEMBERSHIP

- A. All persons, firms, associations, or corporations interested in the purposes of this society shall be eligible for membership.
- B. This society shall have seven classes of membership:
- |                        |   |
|------------------------|---|
| \$1,000.00 Corporation | \$50.00 Family                                    |
| \$ 500.00 Life         | \$25.00 Individual                                |
| \$ 100.00 Gold Star    | \$10.00 Student                                   |
|                        | \$10.00 Senior Citizen (62 years of age and over) |
- All members over the age of 18 shall have voting rights.**
- C. Annual fees for each class of membership shall be determined by the Board of Directors. The Board has the authority to award Complimentary and Honorary non-voting memberships.
- D. If the Board of Directors shall determine that any member is acting contrary to the purpose of these Bylaws, the Board has the authority to cancel that individual's membership.
- E. Each member of the voting class of membership will be entitled to one vote on any matter voted on by the members.

### ARTICLE III- MEETINGS

- A. The Annual Membership Meeting will be held in November. New Officers will be presented at this time.
- B. The Election Membership Meeting will be held in November. New Officers will be elected at this time. C.

Regular meetings will be held as scheduled by the Board of Directors.

- D. Special meetings may be called by either the Board of Directors or the President with 5 days' notice.

### ARTICLE IV- BOARD OF DIRECTORS

- A. The Board of Directors, consisting of the Officers and four other elected members shall be the group responsible for managing the business of the Corporation.
- B. The activities of the Board shall include the following:
  - 1. to approve the budgets of all committees,
  - 2. to approve unusual expenditures,
  - 3. to establish various committees required to carry on activities,
  - 4. to determine the activities of the various committees,
  - 5. to review monthly written reports of the committees,
  - 6. to report actions at regular membership meetings,
  - 7. to establish special committees as it deems necessary
  - 8. to review the By-Laws at a minimum of every five years to insure that they are current.
- C. The qualifications for becoming and remaining a member of the Board are the following:
  - 1. Must be a voting member of this Corporation in good standing, and
  - 2. No Officer may be related to any other Officer.
- D. The (five) Officers and four Board members shall be elected as provided in ARTICLE VI. All Officers and Board members shall serve a term of office of two years, with the office of President, Treasurer, and Recording Secretary and two Board members elected in even years, and the offices of Vice- President, Corresponding Secretary, and two Board members elected in odd years. Officers/Board members may serve no more than two consecutive full terms in the same position unless the Board makes an exception.
- E. A Board member may terminate his/her term by submitting it in writing to the President. At the Board's discretion a member's term may be terminated by failure to attend three consecutive regular Board meetings.
- F. Regular Board meetings will be held at least once a month on a date and time determined by the Board of Directors.
- G. Special Board meetings may be called by the President or by the Recording Secretary on the request of two Board members with five days' notice.
- H. Emergency Board decisions involving matters that must be decided before a regular or special Board meeting can be discussed and voted on by telephone or by electronic mail. Decisions reached by these methods must be recorded in the minutes of the next regular Board meeting.
- I. A quorum at a Board meeting shall consist of five members.
- J. A report of actions taken at regular and special Board meetings shall be presented at the next regular membership meeting by the President.

## ARTICLE V- OFFICERS

- A. The Officers of this Corporation shall be President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer.
- B. The qualifications for becoming and remaining an Officer are the following:
1. Must be a voting member of this Corporation in good standing,
  2. No Officer may be related to any other Officer,
  3. The Treasurer may not be related to employees of the Independent Cat Society, Inc.
  4. E-mail shall be the official means of communication for the officers, board and committees of the Corporation.
- C. The Officers shall be elected as provided in ARTICLE VI. The Officers shall serve a term of office of two years. An Officer may serve no more than two consecutive full terms in the same office unless an exception is made by the Board.
- D. The duties of the President are the following:
1. To conduct Board and Membership meetings,
  2. To call special meetings of committees, membership, and Board of Directors,
  3. To appoint chairpersons upon approval of the Board of Directors for the various committees, and
  4. To receive resignations of members.
  5. To appoint a nominating committee of 3 people 12 weeks prior to the November election.
- E. The duties of the Vice-President are the following:
1. To act for the President in his/her absence or inability to act, and
  2. To perform other duties as assigned by the President.
- F. The duties of the Recording Secretary are the following:
1. To keep minutes of all membership meetings, regular and special Board of Directors' meetings,
  2. To record emergency Board decisions discussed and voted on by telephone or e-mail,
  3. To have custody of all "Corporate Records," and
  4. To appoint an election teller.
- G. The duties of the Corresponding Secretary are the following:
1. To conduct the correspondence of the Society,
  2. To make available, upon request, to all interested people copies of the Bylaws and other current forms and publications.
  3. To appoint a tally secretary at the time of elections.
- H. The duties of Treasurer are the following:
1. To be responsible for all funds of the organization,
  2. To keep and maintain financial records that correctly detail all business transactions,
  3. To submit a monthly written financial report to the Recording Secretary be presented and voted upon at the regular Board meetings,
  4. To submit records for audit at the end of each fiscal year and term of office.
  5. To submit a proposed budget at year's end.

## ARTICLE VI - ELECTIONS

- A. Board members and Officers will be elected at the regular membership meeting in November.
- B. A Nomination Committee of three members shall be appointed by the President at least 12 weeks prior to the November Membership Meeting. The members of this Committee shall not be current Officers or Board members.

- C. The Nomination Committee will publish a preliminary ballot to be published in the September Mewsletter including absentee ballots that shall be returned no later than the second Monday in November to be valid in the November vote.
- D. The Nomination Committee will prepare a written ballot for the regular November Membership Meeting consisting of nominees for each of the Officer and Board member positions up for election that year. All nominees must meet the qualifications as stated in ARTICLE IV, Section C and ARTICLE V, Section B. The nomination committee will also receive nominations from the floor at the November Membership meeting. (moved from C and open to discussion)
- E. Tallying of the ballots shall be supervised by the election teller appointed by the Recording Secretary.
- F. Vacancies occurring during the year shall, by vote of a majority of remaining Directors, be filled by a member who is qualified according to ARTICLE IV, Section C. This shall in no way prohibit this member from seeking and being elected to an office for the regular two-year term.

## ARTICLE VII - COMMITTEES

- A. The standing committees of this organization will be the following:
  - 1. Communications/Public Relations - responsible for publicity, advertising, newsletter, and educational programs of this organization,
  - 2. Fundraising - responsible for planning and coordinating fundraising projects,
  - 3. Finance - responsible for the following:
    - a. Preparing an organizational budget,
    - b. Processing payroll,
    - c. Paying outstanding bills as authorized by the Board of Directors,
    - d. Retaining control of the Post Office Box key,
    - e. Submitting a monthly written financial report to the Treasurer, and
    - f. Coordinating annual audit.
  - 4. Cat Care -responsible for the care and adoption of all cats accepted for shelter,
  - 5. Volunteers- responsible for recruiting, scheduling, and supervising volunteers. Activities to be coordinated with other committee chairpersons.
  - 6. Membership - responsible for the following:
    - a. To send out dues statements one month prior to expiration of membership, b. To issue membership cards and keep a list of all members in good standing, c. To send new members a letter of welcome and current membership materials
    - d. To plan membership meetings,
    - e. To conduct membership drives (coordinated with Communications/Public Relations Committee).
  - 7. Foster Care-responsible for evaluating foster homes and placing cats and kittens in them.
  - 8. Adoption
  - 9. TNR
  - 10. Human Resources
- B. These Committees shall be chaired by a member selected by the President upon approval of the Board of Directors. If an agreement cannot be reached within ten days after nominees have been offered, or if no individuals are nominated within 10 days, the power to name a chairperson will revert to the Board of Directors. (The statement in red is to be removed) This individual shall not chair more than one committee. The Board of Directors may by a vote of five members remove a chairperson.
- C. Committees shall have responsibilities as determined by the Board of Directors. The Committees shall have no effect on any of the following:
  - 1. Articles of Incorporation,
  - 2. Bylaws,
  - 3. Resolutions of the Board of Directors, and
  - 4. Transfer in any fashion of substantially all assets of this Corporation.
- D. Members in good standing will be appointed to the various Committees by the Committee chairpersons upon approval of

the Board of Directors. If an agreement cannot be reached within ten days after nominees have been offered, or if no individuals are nominated within 10 days, the power to name members will revert to the Board of Directors.. (This section is to be removed)

- E. Other committees may be established by resolution of the Board of Directors.

#### **ARTICLE VIII - OPERATIONS**

- A. The fiscal year of this Corporation will be January 1 - December 31.
- B. Except as otherwise provided by law, check drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed by the Treasurer and the President. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by two officers.
- C. This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Membership and Board meetings. The Corporation will keep a record giving the names and addresses of its members entitled to vote.
- D. Financial statements, Bylaws, Articles of Incorporation and minutes of the Membership and open Board meetings may be inspected by any voting member or his/her agent or attorney, for any proper purpose within 90 days from the date of written request.
- E. This Corporation will not have or issue shares of stock. No dividend will be paid and no part of the income of this Corporation will be distributed to its members, directors, or officers.
- F. This Corporation will make no loans to any of its Directors or Officers or to any of its key management or personnel.
- G. Robert's Rules of Order -- Revised is the parliamentary authority governing the conduct of all meetings of the Independent Cat Society, Inc.

#### **ARTICLE IX - AMENDMENTS**

- A. Amendments to these Bylaws shall be presented by the Board of Directors to the members at a regular Membership Meeting. Approval of the amendments shall be by a majority of the members at the first regular meeting following written or e-mail notification of all members of the intended vote.
- B. The Board of Directors shall have the power to make non-substantive amendments to the By-Laws. Such amendments shall not alter the purposes, the governance, the structure, or the legality of the Corporation. Such amendments, as appropriate, shall be made by majority vote of the Directors present at any regular or special meeting called for that purpose. Notice of any such special or regular meeting stating the time, date, and place shall be made by mail or e-mail not less than five days before the meeting. Proxy votes will not be accepted.

#### **ARTICLE X- ADOPTION**

- A. Bylaws shall be adopted by a majority vote of those members present at the first regular Membership Meeting after written notification of all members of the intended vote.
- B. Elections for regular Officers for the first year will be at the regular Membership Meeting in February with a preliminary ballot presented at the regular Membership Meeting in January.
- C. Regular Officers for the first year shall serve until the following January.