

BYLAWS
OF
THE CAT WELFARE ASSOCIATION, INC.

ARTICLE I

Name

The name of the Association is The Cat Welfare Association, Inc. (the “Association”), which corporation, not-for profit, is created pursuant to the provisions of Chapter 1702. of the Ohio Revised Code, and operates as a charitable organization pursuant to Section 501(c) (3) of the Internal Revenue Code.

ARTICLE II

Mission and Purpose

Mission: Cat Welfare Association is dedicated to the care of and education about cats and kittens. Our pledge is to cherish, nurture and provide veterinary care for homeless, abused, injured and abandoned felines. We strive to find each cat an appropriate, safe and loving home, allowing those not placed to live their lives in the care and comfort of our shelter.

The purposes of the Association are: (1) to find homes for stray and abandoned cats and kittens; and (2) to provide for the physical welfare of homeless cats and kittens; and (3) to promote better care and understanding of cats; and (4) to reduce the number of homeless cats and kittens by encouraging spay/neuter.

ARTICLE III

Members

Section 3.1 - Members

- (a) **Membership.** Membership in the Association shall be open to anyone interested in the mission of the Association who complies with the requirements for membership as specified in these Bylaws (the “Bylaws”).
- (b) **Types of Membership.** Membership in the Association shall be of three types: active, life, or honorary life member. Active memberships have sub-categories (example: family, individual, senior, etc.).

- (1) Active Members. An active member shall be any person who expresses a desire to actively participate in the work of the organization, and who has paid the required dues set forth in Section 3.2(a) (“Active Member”). Active Members, who are at least 18 years of age, shall have voting privileges if they have paid dues within the preceding twelve months and have been a member of the Association for the preceding twelve months.
- (2) Life Members. A life member shall be any person who has paid the life membership dues set forth in Section 3.2(b) (“Life Member”). Life Members, who are at least 18 years of age, shall have voting privileges if they have been a member for the preceding twelve months.
- (3) Honorary Life Members. An honorary life member is a person upon whom such membership has been conferred to provide recognition for exceptional contributions to the advancement of the objectives of the Association (“Honorary Life Member”). Any active member or life member shall have the privilege of presenting in writing to the Secretary the name of a candidate for honorary life membership. Presentation shall state in full detail the services performed or contribution made to the advancement of the objectives of the Association. Election to honorary life membership shall be by a two-thirds (2/3) vote of the Board of Directors (the “Board”). Honorary life membership is complimentary, carrying the right to attend the open sessions of meetings and to speak, but not to make motions or vote.

Section 3.2 - Membership Dues

- (a) Dues for an Active Member shall be designated by the Board and shall be payable annually, on the anniversary date of membership, for the next ensuing year. If after four months the dues remain unpaid, the Active Member shall be dropped from the Association’s membership registry.
- (b) Dues for a Life Member shall be designated by the Board. After payment of this sum the Life Member shall not be required to pay annual dues set by the Board pursuant to Section 3.2(a).
- (c) Notice of any proposed change to dues shall be published in the Association newsletter at least thirty (30) days prior to the Board’s vote on the matter.
- (d) As each member’s dues are received, the Association shall immediately record such payment and issue a receipt. The Association shall then record the name and address of the member, the member’s membership type, and the member’s date of admission in the Association’s membership registry.

Section 3.3 – General Meetings of the Members

- (a) An annual meeting of the members for the election of the Board, for purposes of hearing annual reports of officers and committees, and for such other business as may be brought before the members shall be held in May on a date designated by the Board.

- (b) Regular meetings of the members may be held at such periodic intervals between the annual meetings and at such time as the Board may specify.

Section 3.4 - Place of General Meetings of the Members

Meetings of the members may be held at any place within or outside of the State of Ohio. If no designation is made, the place of the meeting shall be the principal office of the Association in the State of Ohio.

Section 3.5 - Notice of General Meetings of the Members

- (a) Written notice of the time and place of each meeting of the Members shall be published at least fifteen (15) but not more than sixty (60) days before each meeting.
- (b) Each member shall furnish the Association with a mailing address and/or electronic address to which the Association's newsletter and other notices or correspondence may be addressed.
- (c) The Secretary or President shall, upon the written request of any person or persons entitled to call a meeting of the members, deliver notice of such meeting to the members. If the Secretary and President refuse the request, the person or persons entitled to call a meeting of the members may give written notice to the members in the manner provided in this section.
- (d) Any member may waive notice of the time and place of any meeting of the members, either before or after the holding of the meeting.

Section 3.6 – Special Meetings of the Members

- (a) Special meetings of the members may be called by the President, a one-third (1/3) vote of the Board, or via a petition signed by ten percent (10%) of the members with voting rights. The petition must be presented to the President and must clearly describe the reason for requesting the special meeting at the top of the petition where it can be read by members signing below. Any special meeting will be held on the date of the next scheduled regular meeting of the Board, if any, unless the petition specifies a later date.
- (b) Every notice of a special meeting of the members must state briefly the purpose specified by the person or persons calling such meeting. Any business other than that stated in the notice shall be taken up at such special meeting only with the unanimous consent of the members present.

Section 3.7 Quorum and Manner of Action

- (a) A quorum for any general or special meeting shall consist of nine (9) voting members.

- (b) In the absence of a quorum at any meeting of the members, a majority of those present may adjourn the meeting from time to time until a quorum shall be present and notice of any adjourned meeting need not be given.
- (c) The act of a majority of the voting members present at a meeting at which a quorum is present shall authorize any action by the Association, unless a greater number is required by the Articles of Incorporation or these Bylaws.

3.8 Suspension or Removal of Membership

- (a) Members and volunteers are responsible for representing the shelter in a professional and respectful manner. It is important that members/volunteers understand both the scope of their roles and the boundaries of their authority.
- (b) Following the report of an action serious enough to consider suspension or revocation of membership, the Board President, in consultation with the Board of Directors, will contact the individual(s) involved and offer a meeting to discuss the event. In consultation with the Board of Directors, the result of the meeting could be resolution of any misunderstanding, a verbal or written warning notice, or suspension or removal of membership. Possible grounds for loss of membership include but are not limited to: gross misconduct or insubordination to shelter management; being intoxicated by alcohol or drugs while on CWA property or at CWA events; theft or misuse of CWA equipment or materials; and physical abuse of guests, staff or feline residents.
- (c) Membership may be suspended or revoked, with cause, by the act of three-fourths (3/4) majority vote of Board Members at a meeting at which a quorum is present.

ARTICLE IV

Board of Directors

Section 4.1 - General Powers

- (a) The powers of the Association shall be exercised, its business and affairs conducted, and its property managed under the direction of the Board, except as otherwise provided by the law of the State of Ohio, the Articles of Incorporation, or these Bylaws.
- (b) The Board shall have the right and power to perform all lawful acts which may be necessary to manage and control the affairs of the Association and shall have the following specific powers and duties:
 - (1) Support the Association's mission and purpose, and enhance its public standing;
 - (2) Establish strategic directions, approve specific objectives and strengthen the Association's programs and services;

- (3) Ensure, to the extent possible, that the resources needed to accomplish the Association's objectives are available, and provide proper financial oversight;
- (4) Select, advise, support, evaluate, fix the compensation of the Executive Director;
- (5) Monitor the performance of the Executive Director to ensure that the Association operates responsibly, ethically, and effectively; and, if needed, replace the Executive Director;
- (6) Establish and carry out an effective system of governance at the Board level; to include a peer review and evaluation of the Directors;
- (7) Approve or disapprove all applications for membership on the Board of Directors, taking into consideration the recommendation of the Nominating Committee (Section 5.2); and
- (8) Perform any and all other acts that a nonprofit, public benefit corporation organized under the laws of the State of Ohio is empowered to do, which may be necessary, convenient or appropriate in connection with the administration of the Association's affairs and the carrying out of the Association's duties as set forth in the Articles of Incorporation and these Bylaws.
- (9) Each Board member, including Ex Officio members, will annually sign the Board Member Commitment Contract, which outlines expectations for Directors and sets forth a Code of Conduct for behavior.
- (10) On-going interactions between shelter employees and members of the Board of Directors can create confusion regarding the role of the Board and the responsibilities of shelter management. To prevent the appearance of impropriety or unethical conduct and to avoid the use of undue and inappropriate influence over staff, Board members must coordinate staff related contact and interactions with the Executive Director, as appropriate.
- (11) Approve on an annual basis all continuing resolutions.

Section 4.2 - Resolutions

The Board may adopt resolutions to govern its own proceedings so long as the resolutions are consistent with the laws of the State of Ohio, the Articles of Incorporation and these Bylaws.

Section 4.3 - Number

- (a) The Board shall consist of not less than four (4) or more than nineteen (19) directors ("Directors").
- (b) No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

Section 4.4 - Election of Directors

Directors shall be elected by the voting members present at a meeting at which a quorum is present. Any candidate for Director shall submit an application for the Board in writing at least sixty (60) days prior to the annual meeting of members. Election of Directors shall be conducted via a private ballot, unless they are running unopposed.

Section 4.5 – Qualifications and Term

- (a) All members of the Board must be Active Members or Life Members for at least two (2) consecutive years immediately preceding the election with evidence of on-going involvement with the Association. All members of the Board must be at least eighteen (18) years of age and have voting privileges pursuant to Section 3.1 (b) (1) or Section 3.1 (b) (2).
- (b) No member shall simultaneously hold two (2) or more elected positions on the Board. Paid employees of the Association and their immediate families are not permitted to be nominated or elected to the Board.
- (c) The terms of office of each Director who is being elected for the first time, or who is returning to the Board after an absence, shall be until the adjournment of the next succeeding annual meeting of the members or until a successor is elected as Director.
- (d) The terms of office of each re-elected Director shall be until the adjournment of the third succeeding annual meeting of the members or until a successor is elected as Director.
- (e) Notwithstanding the foregoing, a Director may not be re-elected to more than two (2) consecutive three (3) year terms.
- (f) A Board member, who has served a total of seven (7) consecutive years, as defined in this section, must wait three (3) years before being eligible to run again for the Board of Directors.
- (g) An elected Board member, after an absence of less than three (3) years, shall serve a one (1) year probationary period and be eligible for re-election until having served seven (7) years including their previous time in office.

Section 4.6 - Meetings

- (a) Regular meetings of the Board may be held at such periodic intervals between annual meetings and at such time as the Directors may specify.
- (b) Special meetings of the Board may be called by the President, Vice President, or any two (2) Directors.

Section 4.7 - Place of Meeting and Electronic Meetings

- (a) Meetings of the Board may be held at any place within or without the State of Ohio. If no designation is made, the place of meeting shall be the principal office of the Association in the State of Ohio.
- (b) Unless prohibited by order of the Directors, meetings of the Board may be held in person or by any authorized communications equipment of electronic device, provided all persons participating can communicate with each other. Participation in a meeting pursuant to this division constitutes presence at the meeting.

Section 4.8 - Notice of Meeting

- (a) Written notice of the time and place of each meeting of the Board shall be given to each Director and Executive Director either by personal delivery or by mail or electronic mail at least three (3) days before each meeting, unless circumstances require an immediate or shorter notice.
- (b) Any Director may waive notice of the time and place of any meeting of the Board, either before or after holding of the meeting.

Section 4.9 - Quorum and Manner of Action

- (a) A majority of the number of Directors then in office shall constitute a quorum for transaction of business at any meeting of the Board.
- (b) In the absence of a quorum at any meeting of the Board, a majority of those present may adjourn the meeting from time to time until a quorum shall be present and notice of any adjourned meeting need not be given.
- (c) The act of a majority of the Directors present at a meeting at which a quorum is present shall authorize any action by the Board, unless a greater number is required by the Articles of Incorporation or these Bylaws.

Section 4.10 - Action by Board of Directors without Meeting

- (a) To the extent permitted by Ohio law, any action which may be authorized or taken at a meeting of the Directors, may be taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, a majority of the Directors. For purposes of this section, a signed writing shall include any original document bearing the signature of a Director, a telecopy sent by, and bearing the signature of a Director, or an electronic mail transmission created and sent by a Director which sets forth his or her name in such a manner so as to logically evidence his or her intent to sign the transmission.
- (b) Any such writing shall be filed with or entered upon the records of the Association.

Section 4.11 - Resignations

- (a) Any Director of the Association may resign at any time by giving written notice to the President or Secretary.
- (b) A resignation shall take effect at the time specified therein, and unless otherwise specified therein, shall become effective upon delivery. The acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

Section 4.12 - Removal

- (a) Any Director may be removed, with or without cause, at any time by a three-fourths (3/4) vote of the Directors then in office.
- (b) Any Director may be removed, with or without cause, at any time by the affirmative vote of a majority of the voting members present at a special meeting of the members called for that purpose at which a quorum is present.
- (c) Any vacancy in the number of Directors by reason of this section may be filled at the same or later meeting in the manner prescribed in Section 4.13.
- (d) Any Director removed by the above process in either (a) or (b) shall be ineligible to be elected or to serve on the Board of Directors for ten (10) years from the date of removal.

Section 4.13 - Vacancies

- (a) The remaining Directors, even if less than a majority of the authorized number of Directors, may, by a vote of a majority of their number, temporarily fill any vacancy for the office of Director for the unexpired term with a Life Member or Active Member. The vote shall be taken via a private ballot.
- (b) The members of the Association shall have a right to fill any vacancy for the office of Director, whether the vacancy has been temporarily filled by the remaining Directors, at any special meeting of the members called for that purpose or at any annual meeting of the members. Any Director so elected by the members shall hold office for the unexpired term.

Section 4.14 - Compensation

Directors shall serve without compensation, but may, with appropriate documentation and subject to approval of the Board, receive reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 4.15 - Ex Officio Members

Ex Officio appointments to the Board of Directors are important in order to retain historic continuity, expand the knowledge base, and/or increase expertise and skills necessary for optimal operations of the Board.

The Board, with a majority vote, may appoint one (1) or more persons as ex officio members of the Board, for a one (1) year term and may reappoint the ex officio member(s) as deemed appropriate for additional one (1) year terms. Ex officio member(s) shall be entitled to notice, to be present in person, to present matters for consideration and to take part in consideration of any business by the Board at any open meeting of the Board, and, with invitation, at any executive meetings of the Board. Ex officio member shall not be counted for purposes of a quorum or for purposes of voting or otherwise in any way for purposes of authorizing any act or transaction of business by the Board.

ARTICLE V

Committees

Section 5.1 – Creation

- (a) The Board may create any committee it sees fit to create, either on a temporary or an ongoing basis.
- (b) All committees operate under a charge from the Board; are required to establish goals in consultation with the Executive Director; will re-prioritize goals on an annual basis with the Executive Director; keep records of meetings and provide the Board Secretary with copies of such records; report progress to the Board quarterly and/or in an annual report; and hold chairs/committee members accountable for products and results.
- (c) Committees and committee members are approved annually by the Board.
- (d) Any member of CWA, including Board members, may serve on a maximum of four (4) committees concurrently.

Section 5.2 - Authority and Manner of Acting

- (a) Unless otherwise provided in these Bylaws or ordered by the Directors, any committee designated pursuant to Section 5.1, 5.2, or 5.3 above shall act by a majority of its members at a meeting or by a writing or writings signed by a majority of its members who would be entitled to vote at such meeting.
- (b) Unless prohibited by order of the Directors, meetings of any committee may be held in person or by any authorized communications equipment or electronic device provided all

persons participating can communicate with each other. Participation in a meeting pursuant to this division constitutes presence at the meeting.

- (c) An act or authorization of an act by any such committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Directors.

Section 5.3 - Nominating Committee

- (a) The Nominating Committee is responsible for overseeing the nomination process for Board members. The Nominating Committee shall be appointed by the Board at least four (4) months prior to the annual meeting of the members.
- (b) The Nominating Committee shall consist of no fewer than five (5) members of the Association, at least one (1) of whom shall be a member of the Board whose term will not expire at the next election. Neither the President nor any persons planning to run for the Board shall be a member of the Nominating Committee.
- (c) Members of the Nominating Committee shall hold office from the date of their appointment until the completion of elections at the annual meeting. The Board shall inform the Nominating Committee no later than one month after their appointment of the number of director positions to be filled.
- (d) The Nominating Committee is responsible for recommending to the Board a slate of candidates for the upcoming Board election that meet the qualifications set forth in Article IV, Section 4.5. The committee may, at its discretion, interview prospective candidates, collect each candidate's biographical information, application and resume, and include that information in a document that can be presented to the members of the organization for purposes of voting. The committee's recommendations to the Board shall take into consideration a candidate's current and past contributions to CWA, the likelihood of future contributions, availability to attend meetings, the candidates' experience and areas of expertise, and other considerations as deemed appropriate. The Nominating Committee shall make all reasonable efforts to recommend at least one (1) more candidate than there are Board positions to be elected.
- (e) Members of the Board and members of the Nominating Committee should identify a skill set that would address the needs of the Board and actively recruit qualified candidates from the membership. Care needs to be taken to avoid nepotism, conflict of interest and candidates who are unsuited for Board duty or have no documented history of service to the organization.
- (f) The Nominating Committee will forward all applications to the Board with a recommendation to accept or decline each application for election. The Board has the final approval/disapproval of the candidates.

Section 5.4 - Finance Committee

The Finance Committee is responsible for the financial oversight of the Association and for ensuring the timely completion of an annual audit by a Certified Public Accountant. The Finance Committee shall be chaired by the Treasurer and shall include at least two (2) members of the Board, and the Executive Director.

Section 5.5 – Human Resource Policy Committee

The Human Resource Policy Committee is responsible for creation of HR policies specific to Cat Welfare, and is available to the Executive Director, as needed, for discussion and advice concerning human resource concerns. The Human Resource Policy Committee shall include at least two (2) members of the Board, the Executive Director and other qualified members of Cat Welfare who are invited to participate. The Executive Director shall not be involved in the review of performance or rate of compensation for the Executive Director.

ARTICLE VI

Officers

Section 6.1 - Officers

- (a) The officers of the Association shall consist of a president, a vice-president, a secretary, and a treasurer, and such other officers as may be deemed necessary or desirable, each of whom may be designated by such other titles as may be provided in the Articles of Incorporation, these Bylaws, or resolutions of the Directors.
- (b) Only a Director may serve as an officer; with the exception of the office of Treasurer which may be held by an individual who is not a Director.

Section 6.2 - Election and Term of Office

- (a) The officers of the Association shall be elected by majority vote of the Board at the first open Board meeting after the annual meeting or special meeting at which the Directors were elected. New offices may be created and filled at any meeting of the Directors.
- (b) Each officer shall hold office until the day after his or her successor is elected, or until he or she resigns or is removed pursuant to Sections 6.3 or 6.4 below.

Section 6.3 - Resignation

- (a) Any officer may resign at any time from his or her office by giving written notice to the Board or to the President or Secretary.
- (b) A resignation shall take effect at the time specified therein, and unless otherwise specified therein, shall become effective upon delivery. The acceptance of such

resignation shall not be necessary to make it effective unless so specified in the resignation.

Section 6.4 - Removal

- (a) Any officer may be removed by the Board from his or her office, with or without cause, at any time by the affirmative vote of three-fourths (3/4) of the Board.
- (b) Any vacancy by reason of this section may be filled at the same or at a later meeting of the Board.

Section 6.5 - Duties of Officers

- (a) The President shall preside at all meetings of the members and, unless another person is designated by the Board, all meetings of the Board. The President shall be responsible for the preparation of an agenda for each meeting of the Board, for serving notice of meetings of the Board and of the members, and for the performance of any other duties specified in these Bylaws.
- (b) The Secretary shall be responsible for recording attendance, recording the votes, keeping and archiving the minutes of meetings of the Board and of the members, and archiving Committee minutes.
- (c) The Vice-President shall preside over any meetings from which the President is absent. In the absence of the President, or in the President's inability to function, the Vice-President shall perform all duties of the President and shall be vested with all of the President's powers.
- (d) The Treasurer shall be responsible for:
 - receiving and depositing and/or investing monies of the Association as directed by the Board;
 - disbursing funds up to \$5,000 as directed or authorized by the Board;
 - co-signing with the President or Executive Director all checks or disbursements of \$5,000 or more as more as directed and authorized by the Board;
 - keeping proper books of accounts and preparing an annual budget;
 - presenting a statement of income and expenditures to the members at the annual meeting;
 - authorizing and undergoing an initial credit and background check at the expense of the Association. Additionally he or she shall be bondable.

- (e) Each of the President and the Treasurer shall have the authority jointly sign, execute and deliver in the name of the Association any deed, mortgage, bond, instrument, agreement or other document evidencing any transaction specifically authorized by the Board, except where the signing or execution thereof shall have been expressly delegated to another officer or person on the Association's behalf.
- (f) In the absence of any officer or for any other reason which the Board may deem sufficient, the Board may delegate the authorities and duties of any officer to any other officer, employee of the Association, or to any Director.
- (g) In addition to the foregoing, each officer shall perform all duties as may from time to time be delegated to each of them by these Bylaws or by the Board or any committee of Directors as provided herein.

ARTICLE VII

Executive Director

The Association may have an Executive Director ("Executive Director") who shall be the principal individual responsible for the day-to-day operations and business of the Association. The Board shall be responsible for hiring, evaluating, and fixing the compensation of the Executive Director. The Executive Director shall report directly to the Board, attend Board meetings, and provide reports on the status of the Association and its affairs.

ARTICLE VIII

Indemnification and Insurance

Section 8.1 - Indemnification

- (a) To the fullest extent not prohibited by Ohio law, the Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor, by reason of the fact that the person is or was a director, officer, employee, or agent of or a volunteer of the Association, or is or was serving at the request of the Association as a director, officer, employee, member, manager, or agent of or a volunteer of another domestic or foreign nonprofit corporation or business corporation, a limited liability company, or a partnership, joint venture, trust, or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association.

- (b) Each request or case of or on behalf of any person who is or may be entitled to indemnification for reason other than by being or having been a Director or officer of the Association shall be reviewed by the Board, and indemnification of such person shall be authorized by the Board only if it is determined by the Board that indemnification is proper in the specific case, and, notwithstanding anything to the contrary in these Bylaws, no person shall be indemnified to the extent, if any, it is determined by the Board or by written opinion of legal counsel designated by the Board for such purpose that indemnification is contrary to applicable law.

Section 8.2 - Insurance

The Association may, as the Board may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been a Director, officer, employee or other agent of or in a similar capacity with the Association, or who is or at any time has been, at the direction or request of the Association, a Director, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan against any liability asserted against and incurred by such person.

ARTICLE IX

Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X

Amendment

These Bylaws may be amended from time to time by the members of the Association by an affirmative vote of the majority of the voting members present at a meeting at which a quorum is present.

ARTICLE XI

Structural Changes

The affirmative vote of three-fourths (3/4) of the Board present at a meeting at which a quorum is present shall be required to recommend any of the following actions: A voluntary dissolution of the Association;

- A merger, consolidation or combination;
- The sale or other disposition of substantially all of the assets of the Association;
- The approval or adoption of any material change in the purpose of the Association.

- The affirmative vote of three-fourths (3/4) of the voting members present at a meeting at which a quorum is present shall be required to ratify the aforesaid Board recommendation.

ARTICLE XII

Bylaws

These Bylaws constitute the Code of Regulations for the Association. These Bylaws are created pursuant to and shall be governed by Section 1702.10 and Section 1702.11 of the Ohio Revised Code.