

**INDEPENDENT CAT SOCIETY, INC.
WESTVILLE, INDIANA**

BYLAWS

ARTICLE I: 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 the
 1. Establishment of a No Kill Shelter
 2. Reduction of pet overpopulation,
 3. Education of the public,
 4. Prevention of cruelties to animals,
 5. Fostering the creation of a more responsible and humane community
 6. Promotion of responsible pet ownership
 7. Search for suitable homes for cats
 8. 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. Spay or neuter and admit as many unwanted and homeless cats as space and finances allow,
 2. Financially assist those who own cats, but cannot afford the cost of spaying and/or neutering,
 3. Educate the public in proper cat care, including the importance of spaying and/or 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,
 5. No cat is to be euthanized unless recommended by a veterinarian for medical reasons to end pain and suffering.
 6. No Cat or kitten shall be sold or given away for research experimentation or any other purpose than as a pet.

- 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 I: SEAL

- A. 1. The Board of Directors may prescribe the design of an official seal and/or logo which shall be used to identify the Society in its publications and other such items as appropriate.

ARTICLE II: MEMBERSHIP and DUES

- 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 Categories of membership:
 1. \$1000.00 Corporation
 2. \$500.00 Platinum
 3. \$100.00 Gold Star
 4. \$25.00 Individual
 5. \$10.00 Student
 6. \$10.00 Senior Citizen (62 years of age and older)

- C. Membership shall be established by paying dues and will include the right to vote on all matters brought before the general membership

- D. All members over the age of 18 shall have voting rights.

- E. Annual dues for each category of membership shall be determined by the Board of Directors. The Board has the authority to award Complimentary and Honorary non-voting memberships.

- F. Those with current active memberships established by July 31st of the current year or prior are eligible to run and/or vote in the current year's election. (New members who have joined August 1st or later are not eligible to participate.)

- G. Dues shall be published in the membership Brochure. Annual dues for all regular members are due and payable on the Anniversary date of enrollment
- H. The Board may cancel the membership and the Society's association of any member whose actions are in conflict or contrary to the Purpose of the Bylaws
- I. The Board may honor or instate members as Lifetime members of the organization should they be deemed to perform tasks or show commitment to the Organization above and beyond the usual. Lifetime Members do not pay annual dues.
- J. Each eligible member as outlined in Article II will be entitled to one vote on any matter voted on by the members, which shall include elections and bylaws changes.
- K. Any member shall be included on the agenda by written request to the Board and submitted to the President at least 24 (twenty-four) hours prior to said Board meeting.

ARTICLE III- MEETINGS

- A. The Election Membership Meeting will be held in November. New Officers will be elected at this time. The slate of candidates will be presented to the members at the regular Board meeting prior to the Election Membership Meeting.
- B. Regular Board meetings will be held as scheduled by the Board of Directors. Members are welcome to attend all board meetings.
- C. A closed executive meeting of the Board of the ICS may be called as needed to discuss sensitive issues often related to employee, member or staff performance; evaluation and disciplinary action; review of employee salary schedules and compensation; conflicts between Board members; individual staff situations or Lawsuits; complaints; or grievances from staff or former staff. Therefore, requests of the minutes shall be evaluated by the Board on an individual case-by-case basis, and decision(s) are made according to the written rationale for the request and the impact of the content on the requesting individual, the organization, and/or the Community.
- D. Special meetings may be called with a notice of not less than five days by either the Board of Directors or the President.

ARTICLE IV- BOARD OF DIRECTORS

- A. The Board shall consist of the five (5) elected officers and four (4) members elected at large. The Board of Directors as a whole are responsible for managing the business of the Corporation
- B. The activities of the Board shall include:
 1. Approve the budgets of all committees,
 2. Approve unusual expenditures,
 3. Establish various committees required to carry on activities,
 4. Determine the activities of the various committees,
 5. Review monthly written reports of the committees,
 6. Report actions at regular membership meetings,
 7. Establish special committees as it deems necessary,
 8. Review the Bylaws at a minimum of every five years to insure that they are current.
- C. The Board:
 1. Selects banks for the deposit of monies from the Corporation
 2. Determines who in addition to the President and Treasurer shall be authorized on behalf of the Corporation to sign checks, drafts or other items for payment of monies, acceptance notes, to enter into contracts or to execute and deliver other documents and instructions
 3. Does not have the authority to make any loans of money or property to any Board member, employee or volunteer.
 4. Can advance money for reasonably anticipated expenses which could be incurred in the performance or duties as a Board member, employee or volunteer.
- D. The qualifications for becoming and remaining a member of the Board include:
 1. He/She must be a voting member in good standing.
 2. Have expertise, knowledge and/or skills which enhance the viability of the Corporation
 3. Be unrelated to any other Board Member

- E. The five Officers and four Board members shall be elected as provided in ARTICLE VI.
- F. All Officers and Board members shall serve a two-year term of office, with the office of President, Treasurer, 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.
- G. Officers and Board members may serve no more than two consecutive full terms in the same position unless the Board votes otherwise.
- H. A Board member may terminate his/her term by submitting it in writing to the President. Such resignation shall take effect at the time specified in the letter
- I. No Board member shall receive compensation for his or her services.
- J. All Board members are to have access and utilize phone and internet methods to participate in discussions and/or voting.
- K. At the Board's discretion, a member's term may be terminated by failure to attend three consecutive regular Board meetings.
- L. Any Board members may be removed from office by a 2/3 vote of Board members then serving in office. Such member shall be notified in writing by certified mail fifteen (15) days prior to any meeting to consider removal. Such notice shall include the reason for possible removal and the time and place of the closed meeting during which a decision is to be made. Said officer shall be afforded the opportunity to appear and answer any charges against him/her.
- M. Board vacancies resulting from death, resignation or termination shall be filled by the President with the consent of the Board at the next regular scheduled meeting of the Board.
- N. Regular Board meetings will be held at least once a month on a date and time determined by the Board of Directors.
- O. Board members are entitled to indemnification for any expense or liability in his/her capacity as a Board member unless their action is determined to be a derelict in performance of duties or is believed to be unlawful in nature.
- P. Special Board meetings may be called, with a notice of at least five days, by the President or the Recording Secretary on request of two Board members via social media, e-mail or snail mail.
- Q. 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.
- R. A quorum at a Board meeting shall consist of five members.
- S. A report of actions taken at regular and special Board meetings shall be posted on the Corporation Website and presented at the next regular membership meeting by the President.
- T. The Board has the authority to contract, rent buy or sell personal and real property, invest both assets to enhance the stability of the Corporation. No portion of investment returns will be for the benefit of any member, Director, Officer or staff member of the Corporation.
- U. Board members are strongly encouraged to volunteer/participate in the following during their term in office:
 - 1. Volunteer a minimum of 4 hours per month. These hours may be achieved by working at the Shelter, assisting with an on-going program/project/fundraiser, or by creating a new program or service.
 - 2. Visit the Shelter at least once monthly
 - 3. Participate in a minimum of two of the following at least once a year:
 - a. Aunt Kitty's yard Sale
 - b. Book Sale
 - c. Bake Sales/Concession Stands
 - d. Annual Gala Event (s)
 - e. Various Fundraising Events
 - f. Community based Booth Exhibits
 - g. Other activities which highlight own expertise

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. He/She must be a voting member 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. All Board members must have access to and actively use Internet based Communication
- C. The Officers shall be elected as provided in ARTICLE VI. The Officers shall serve a term of office as outlined in ARTICLE IV.
- D. Each Officer shall perform duties and exercise the powers usually attendant to their offices, including those duties stated in these By-laws or as delegated by the President of the Board.
- E. Board members cannot hold more than one Board office at a time unless a vacancy occurs and cannot be filled by the next regularly scheduled Board meeting.
- F. The duties of the President are to:
 - 1. Preside at all meetings of the Board, Membership and Executive Committee meetings,
 - 2. Call special meetings of committees, membership, and Board of Directors,
 - 3. Appoint chairpersons upon approval of the Board of Directors for the various committees,
 - 4. Receive resignations of members,
 - 5. Appoint Chairs of all standing, ad hoc and/or special committees with the approval of the Board
 - 6. Serve as ex-officio voting member of each committee with the exception of the Nominating Committee
 - 7. Appoint a nomination committee of 3 people 12 weeks prior to the November election.
- G. The duties of the Vice-President are to:
 - 1. Assume and perform all the powers and duties of the President in the absence or inability of the President to act.
 - i. If unable to act as the President or Vice President, the order of succession shall be Treasurer, then Secretary
 - 2. Assist the President as needed
 - 3. Perform other duties as assigned by the President.
- H. The duties of the Recording Secretary are to:
 - 1. Keep minutes of all membership meetings, regular and special Board of Directors' meetings,
 - 2. Record emergency Board decisions discussed and voted on by telephone or e-mail,
 - 3. Distribute meeting minutes to all Board members no later than 7 days prior to the next scheduled meeting.
 - 4. Maintain custody of all Corporate Records and Corporate Seal
 - 5. Maintains all reports, statements and other documents required by Law in a safe location
 - 6. Appoint an Election Teller.
- I. The duties of the Corresponding Secretary are to: the following:
 - 1. Conduct correspondence on behalf of the Independent Cat Society
 - 2. To make available, upon request, copies of the Bylaws and other current forms and publications
 - 3. To appoint a Tally Secretary at the time of elections.
- J. The duties of Treasurer are to:
 - 1. Have charge and custody of and be responsible for all the funds of the Corporation and shall be held responsible for keeping accurate and complete records of assets, liabilities and transactions of the Corporation
 - 2. Disburse funds based upon proper vouchers for such payments
 - 3. Deposit all monies and other valuable effects of the Corporation in the name of and to the credit of the Corporation to Banks, Trust Companies or other depositories as designated by the Board.
 - 4. Submit a monthly written financial report to all board members be presented and voted upon at the regular Board meetings
 - 5. Submit a proposed annual budget for the next fiscal year for Board approval no later than October 15th of the current year.

6. Submit records for audit at the end of each fiscal year and term of office,
7. Procure the required two signatures as designated by the Board before any withdrawals from savings or investment accounts can occur.
8. As needed, delegate components of the Treasurer's duties to members of the Finance Committee as determined by the President with Board Approval
9. Write checks on the behalf of the Corporation based on the authority delegated by the Board. This check signing authority is subject to review and/or change as needed.
10. Submit a properly prepared Purchase Order for any expenditure in excess of \$1000.00 to a Board Officer for authorization before such expense is consummated.
11. Performs other duties as assigned by the President

ARTICLE VI: ELECTIONS

- A. Board members and Officers will be elected at the Annual Election meeting in November at or near the end of that month.
- B. A Nomination Committee of three members shall be appointed by the President at least 12 weeks prior to the November Election Meeting. The members of this Committee shall not consist of 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 Board Meeting and to be shared with all members at this time, consisting of nominees for each of the Officer and Board member positions 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.
- E. Tallying of the ballots during the November Elections Meeting shall be supervised by the Election Teller appointed by the Recording Secretary.
- F. Vacancies occurring during the year shall, by a vote of the 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. Committees:
 1. Meet and perform duties incident to each committee and as assigned by the Board President and Director of the Board
 2. Perform duties in support of the Board but shall not have the power to act on behalf of the Corporation without explicit Board approval which include but are not limited to:
 - a. Articles of Incorporation
 - b. Bylaws
 - c. Resolutions of the Board of Directors
 - d. Transfer in any fashion of substantially all assets of this Corporation
 3. Determine, date, location and the number of regular meetings it will hold each year.
 4. Shall be comprised of a minimum of three members
 5. Appointments expire on December 31st of the year in which the appointments were made.
 6. Are chaired by a member selected by the President upon approval by the Board of Directors.
 7. Submit minutes of all meeting proceedings to the Board on a monthly basis - whether a meeting was held or not.
 8. Perform other duties as assigned by the President or the Board
 - i. Committee Chairs:
 1. Shall not chair more than one committee.
 2. Select their committee members
 3. May be removed by a vote of five members from the Board of Directors
 - ii. Other committees may be appointed as needed by the Board. Committees can adopt subcommittees on an ad hoc basis as needed and as approved by the committee chairs.
- B. The Standing Committees of this organization are as follows:
 1. Admissions: Makes decisions on what cats to admit into the shelter. Responsible for:
 - a. Evaluating new cats that are brought to the shelter by the public or by volunteers.

- b. Ensuring that veterinary records are obtained for all cats brought to the shelter, when available.
 - c. Making the final decision on whether a cat brought to the shelter should be admitted into the population.
2. Adoptions. Responsible for:
 - a. Scheduling and training Adoption Counselors,
 - b. Distributing all potential adopter applications to the Review Committee (a sub-committee of the Adoption Committee),
 - c. Handling the entire adoption process, working closely with Health and Wellness committee.
 - d. Providing monthly adoption committee reports to the board of directors and other volunteers via email,
 - e. Providing the yearly shelter adoption statistics and comparison reports in January of each year.
3. Health & Wellness: Responsible for the health and well being of all ICS cats from admission to adoption or end of life. Its duties are to:
 - a. Ensure good quality of life for all ICS cats.
 - b. See that all medical needs are met in a timely manner.
 - c. Oversee an annual physical evaluation of ALL shelter cats by qualified personnel in spring of each year.
 - d. Set up procedures on euthanasia.
 - e. Meet regularly and submit a report to all other committees on a monthly basis
4. Communications/Public Relations. Responsible for the publicity and advertising of this organization. Its duties are to:
 - a. Communicate with media outlets concerning press releases and other advertisements for ICS services and events.
 - b. Assist in maintaining social media and Web outlets owned by ICS.
 - c. Meet regularly to devise new ideas for publicity of ICS services and events.
 - d. Appoint ad hoc committees as needed based on new ideas that may come forward.
5. Finance. Responsible for:
 - 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,
 - b. Submitting a monthly written financial report to the Treasurer,
 - c. Coordinating annual audit.
6. Foster Care. Responsible for:
 - a. Evaluating foster homes and placing cats and kittens in them.
 - b. Monitoring cats in permanent & special-needs foster situations.
 - c. Maintaining the phone & address contact list of approved foster volunteers.
7. Fundraising. Responsible for planning and coordinating fundraising projects.
8. Grant Writing: Responsible for:
 - a. Assessing the availability of monies for the Shelter
 - b. Writing and submitting the grant in a timely manner
 - c. Recording the results of the Granting institution
 - d. Maintaining yearly records of grant writing results
 - e. Submitting monthly reports to the Board
9. Human Resources. Liaison between employees, supervisors, treasurer, and/or the board. Responsible for:
 - a. Ensuring that employees are treated fairly and within the limits of the law at all time.
 - b. Advising the board in matters related to hiring, managing, and terminating employees.
10. Membership. Responsible for:
 - f. Sending out dues statements one month prior to expiration of membership,
 - g. Issuing membership cards and keep a list of all members in good standing,
 - h. Sending new members a letter of welcome and current membership materials,
 - i. Conducting membership meetings,
 - f. Conducting membership drives (coordinated with Communications/Public Relations Committee).
11. Sponsor a Cat. Responsible for:
 - a. Obtaining a photo and write a biography for every cat,
 - b. Sending the biography, photo and envelopes to every new sponsor as soon as they enroll,

- c. Notifying the sponsor when their cat has been adopted or passes away, and offer a new cat for them, or let them choose
- d. Posting payments to a spreadsheet, and send reminders for non-payment,
- e. Sending birthday & holiday greetings throughout the year, and communicate with the sponsor as needed,
- f. Maintaining active and inactive lists,
- g. Writing profile articles for the Mewsletter.

12. TNR. Responsible for:

- a. Spay and neuter activities with regard to strays, ferals, and community cats.
- b. Educating the public about the benefits of spaying and neutering.

13. Technology Committee. Responsible for:

- a. Maintaining the shelter computer and its contents.
- b. Establish and maintain an internet website as an alternate means of providing necessary information to the membership and the public
- c. Monitor and maintain social media outlets with the help of Publicity and Marketing committee

14. Volunteer. Responsible for

- a. Recruiting, scheduling, and supervising volunteers
- b. Coordinating with Fundraising and PR committee chairs and others as determined by need.

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) 10th edition is the parliamentary authority governing the conduct of all meetings of the Independent Cat Society, Inc., including Board, Standing Committee, subcommittee, and ad hoc committee meetings.

ARTICLE IX: Contributions to Political Campaigns

- A. The Corporation cannot contribute money to Political Campaigns as the IRS revokes the status with fines excise tax against the Independent Cat Society and the Board
- B. The Independent Cat Society can engage in limited Lobbying Activity based on the monetary limits sets by the IRS

ARTICLE X: DISSOLUTION OF THE SOCIETY

If the Independent Cat Society decides to dissolve the Organization based on solid data such as financial exigency, the following actions are to occur:

- A. A majority of Board Members is required to begin the Dissolution of the Independent Cat Society
- B. A thirty (30) day notice is to be sent to each member of the society either by e-mail or snail mail to attend a Special Meeting to discuss this option
- C. Two thirds (2/3rd's) in favor vote of the voting membership present at the Special Meeting is needed to pass this Dissolution
- D. The State of Indiana Dissolution of a Domestic Nonprofit Corporation: State Form 39080 (RB/4-12) Corporate Form (No. 364-5 (1-88) (www.sos.in.gov) is to be completed in full and forwarded to the State Agencies listed on the Form.
- E. When final outstanding invoices have been paid, all accounts closed, assets sold, the remaining assets are to be distributed to another / similar non -profit corporation.

ARTICLE XI: 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. These By-laws may be amended at any regular or annual meeting of the Society.
 - 1. Proposed changes shall be published 30 (thirty) days prior to the vote.
 - 2. A special meeting may be called by the President prior to the Annual Election Meeting to accommodate these proposed changes.
 - 3. To ensure all voting members understand the proposed changes being submitted by the Board, a copy of the current By-laws will be delivered to the membership via e-mail, snail mail, FAX or published on the members only website for review Prior to the meeting.
 - 4. The intended changes will be highlighted to reflect the action voted upon by the Board.
 - 5. A rationale for the change will also be present in the proposed By-law change.
- C. Approval by the membership:
 - 1. Approval may occur with acknowledgement of an agreement to all the proposed changes via e-mail to the Board or to an ICS Member designated by the Board to accept all votes
 - 2. Acknowledgement of the individual member vote will be validated by the current membership roster
 - 3. Proposed By-law changes will be presented to the membership at a special meeting called by the President, then the following actions will be taken:
 - 1. Each section of the proposed changes will be individually presented, article by article, section by section, for discussion and vote by the membership
 - 2. The acceptance of proposed By-law changes in their entirety or portions of require a majority vote of the membership present at either a special meeting called by the President or at the Annual Election Meeting in November.
- D. 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 XII: ADOPTION

- C. Bylaws shall be adopted by a majority vote of those members present at the November Elections Meeting or after a special meeting is called after a 30 (thirty) day written notification to all members of the intended vote has occurred.
- D. Changes in the By-laws shall be effective immediately upon adoption as per Article XII.A.
- E. Elections for regular Officers for the first year will be at the special Elections Membership Meeting in November with a preliminary ballot presented at the regular Membership Meeting in October.

President _____

Vice-President _____

Treasurer _____

Recording Secretary _____

Corresponding Secretary _____