

# **Bylaws for Against All Odds Cat Rescue**

## **Article I - NAME, PURPOSE**

**Section 1: *Name:*** The name of the Organization shall be **Against All Odds Cat Rescue** (also referred to in these bylaws as the "Organization".)

**Section 2: *Purpose:*** The purpose of **Against All Odds Cat Rescue** is:

1. To rehabilitate and then find permanent loving homes for cats (and other domesticated animals) with chronic conditions or special needs that may otherwise be euthanized;
2. To educate and empower members of the community regarding resources, actions and strategies designed to lessen the suffering of cats and other domestic animals, to reduce the needless killing of such animals, and to enhance their well-being.
3. To promote and provide education regarding the importance of spay/neuter for animals.
4. To undertake such other actions that the organization may determine are necessary and appropriate in pursuit of animal welfare.

**Against All Odds Cat Rescue** will strive to maximize the percentage of its operating budget, which directly benefits rescued animals, including the vetting and spaying and neutering of these animals. Fundraising to support this will be achieved through solicitation and acceptance of contributions from individuals, grants, and other methods or events as the Board of Trustees of the Organization desire to utilize.

## **Article II - MEMBERSHIP**

**Section 1: *General Membership:***

1. Financial supporters will be given the title of "Donor".
2. Volunteers will be given the title of "Volunteer". Volunteers will be required to comply with the policies and procedures of the Organization.
3. Both Donors and Volunteers will have no rights to vote as directed by the Board of Directors, but can submit to and address the Board with their concerns. Volunteers also have the right to financially support the Organization and vote for Trustees when applicable.

**Section 2: Foster Home Membership:** Any person desiring to become an active foster home for the animals awaiting adoption, will be required to comply with the policies and procedures of the Organization, and will also be subject to majority vote of the Board of Directors for acceptance. Foster Home Members will have no rights to vote as directed by the Board of Directors and will be considered "Volunteers". Foster Home Members accepted to the Organization can participate in the activities of the Organization as described in **Article I, Section 2**.

**Section 3: Compensation:** No member or director of the organization shall be compensated financially unless they have provided a service or require reimbursement for a board approved service (Ex: vet care, board approved cat supplies/medicine, document printing, board of directors approved applications and resources for the growth and maintenance of the organization)

### **ARTICLE III - POWERS**

**Section 1: Direction of Powers:** The general powers of the Organization will be exercised, its property controlled, and its business and affairs conducted by or under the direction of the Board of Directors (hereinafter referred to as the Board). The Board may act only by a simple majority vote of all the Directors of the Board in the matters declared above; as well as in all other matters, including all rules and regulations governing the action of the Board, and shall have full authority with respect to the distribution and payment of the funds received by the Organization from time to time; provided, however that the fundamental and basic purposes of the Organization, as expressed in the Articles of Incorporation, shall not thereby be amended or changed.

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

**Section 3: Discrimination:** The Organization shall not apply its standards, policies, procedures, or practices inequitably or single out any particular party for disparate treatment unless justified by substantial and reasonable cause. The Organization shall not discriminate against any reasonable application for a Volunteer or Foster Home Member for their race, religion, creed, marital status, or sexual preferences.

**Section 4: Lobbying:** No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and further more, shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes of the Organization. This does not include animal rights issues.

## **ARTICLE IV – GOVERNANCE, BOARD OF DIRECTORS**

**Section 1: Board Role, Size, And Compensation:** The Board is responsible for overall policy and direction of the Organization. The Board shall also delegate responsibility for day-to-day operations to the Volunteers and Foster Home Members. The Board shall have up to seven (7) and not fewer than three (3) members. The Board shall receive no salary for their services as Board members, however, the Board may authorize the reimbursement of actual and necessary reasonable expenses incurred by Board members performing duties as Directors of the Board, as well as any necessary reasonable expenses to further improve the health and well being of the animals. No Board Member, Trustee, Foster Home and/or Volunteer will receive a salary for their participation in the Organization.

**Section 2: Elections, Terms:** The initial Directors shall be persons named in the Articles of Incorporation.

1. Initial Directors shall continue in the office until his or her death, resignation, or removal.
  - a. All Directors in subsequent years following, shall continue in the office for an indefinite period unless otherwise determined by the remaining board members or an approved edit to these bylaws.
2. Future positions will be voted upon or added as needed or necessary. Board Members shall accept applications/nominations, and vote upon new Board Members upon resignations and removals when needed.
3. 1-2 Trustees (If existing) shall be elected every 2 years by the active Volunteers. Trustee positions will be filled by the Board members during the year upon resignation or removal.
4. Any Director or Board Member may be removed, with or without cause, by a majority vote by the Board of Directors.

**Section 3: Directors of the Board, Duties:** There shall be at least three (3) Directors of the Board (also referred to as Directors or Officers), consisting of a President, Secretary, Treasurer and a maximum of two (2) optional elected additional Board Members/trustees (if deemed necessary by the existing Directors). Officers of the Organization shall, unless otherwise provided by the Board, have such powers and duties as generally pertain to their respective offices. Directors shall have the right to act in such ways to reasonably serve the best interests of the Organization and not as representatives of their employers, or any other organizations or constituencies. Their duties are as follows:

**The President** will be the Chief Executive Officer (CEO) of the Organization. He/She shall ultimately be in charge of all of its activities and business. The President shall serve as a Director of the Board. All other officers and members shall report to the President or his or her delegate. The President will be empowered to call special meetings of the Board as set forth herein, and shall be entitled to attend any meeting of any committee. The President shall discharge all other duties as may be required by these Bylaws, as well as all duties that may from time to time be assigned by the Board.

**The Secretary** shall keep the minutes of the Board and shall keep notations of all motions and votes done at meetings, phone calls and/or internet communication. He/she shall see that all notices are duly given in accordance with **Article VI, Section 3** of these Bylaws or as required by law. The Secretary must assure that corporate records are properly maintained, as well as distribute copies of the minutes, and the agenda, to each Board member. The Secretary shall perform all duties incident to the office of the Secretary, subject however, to the control of the Board, and such other duties that shall from time to time be assigned to him or her by the Board.

**The Treasurer** shall manage all financial affairs of the organization. He or she shall be responsible for all funds, properties, and securities held by the Organization. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Organization, as well as record the deposits of all monies and other valuable effects of the Organization. The Treasurer, serving as Chair of the Finance Committee, shall provide a quarterly financial report to all Directors. He/she shall at all reasonable times exhibit his or her books and accounts to any Officer or Director of the Organization, or when requested by a Director. He/she shall perform all duties incident to the office of the Treasurer, subject, however, to the control of the Board, and such other duties that shall from time to time be assigned to him or her by the Board.

**Trustees** shall assist as head of committees when voted into position by the executive directors. Those positions may include but not be limited to: Fundraising, Public Relations, Community Education/Outreach, Vet Relations, and Foster Leadership.

**Section 4: Vacancies:** A vacancy or vacancies in the Board of Directors shall be deemed to exist in the case of the death, resignation, or removal of any Director, if the authorized number of Directors is increased, convicted of a felony, or incarcerated for more than 90 days as a result of a criminal conviction. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two 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 meeting, however, if the next regular meeting is further than two (2) weeks away a Special Meeting may be called in compliance with **Article VI, Section 2**. These vacancies will be filled only to the end of the former Board member's term.

**Section 5: Resignations:** Any Director of the Board may resign at any time by presenting written or verbal notice to the Secretary. Such resignation shall take effect at the time specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The successor shall be selected by the rules set forth in **Article IV, Section 4**, including a simple majority vote of the remaining Directors of the Board.

**Section 6: Termination, Absences:** Any Director of the Board may be removed with or without cause by a majority vote of all Directors of the Board then in office, provided, however, that the Director who is subject to removal action shall not be entitled to vote on such an action or be counted as a Board member when calculating the majority vote. If a Board Member misses three Board Meetings without accepted excuse notice in a year, the Board Member will be seen as resigning the position.

## **ARTICLE V - COMMITTEES & ADVISORS**

**Section 1: Executive Committee:** The President, Treasurer, and Secretary shall serve as the members of the Executive Committee. The Executive Committee alone shall not have the power to amend the Articles of Incorporation of Bylaws, as stated in **Article III, Section 1**. The Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board, provided, however, that the fundamental and basic purposes of the Organization declared in **Article I, Section 2** are respected.

**Section 2: Finance Committee:** The Treasurer is chair of the Finance Committee, which includes the Fundraiser Committee Chairperson and one other Board member. The Finance Committee is responsible for developing and reviewing all financial matters, a fundraising plan, and the annual budget for the Organization.

1. The Financial Committee shall cause the annual report, showing income, expenses, and pending income, to be prepared and sent to each Director of the Board, and to such other persons as the Board may designate. All expenditures must be within the budget; however the budget and expenditures shall be subject to approval by the Board of Directors (with the exception of medical care for the animals which shall be paid on a regular basis).
2. Any major change in the budget must be approved by the Board or the Executive Committee.
3. The financial records of the Organization are public information and shall be made available to any Contributors, Associates, members of the Board, and the general public.

**Section 3: Other Committees:** The Board may create committees as needed. The Board shall hold a simple majority vote on the creation of all committees and appointing any/all necessary committee members.

1. These may include but not be limited to: Finance, Fundraising, Public Relations, Community Education, Personnel, Marketing, Foster, Grant Writing, Strategic Planning, and Community Outreach.
2. All Committees will submit a report for each Board Meeting (if not in person, report shall be in writing).
3. All Committees shall meet at least quarterly. Times will be set by the Committee ChairPerson.
4. ChairPersons may be removed by the Board based on just cause to include missing Committee Meetings, or lack of follow through on their responsibilities as determined by the Board.
5. Committee chairpersons may attend board meetings or special meetings as requested, but do not have voting rights for the organization.
6. Nominations for new Committee chairpersons may be received by the Secretary two weeks or more in advance of the annual January Board Meeting where these positions are to be voted on. These nominations shall be sent out to the Board, or shall be given orally at the Meeting. When necessary, Board Members shall vote on submitted names and winners shall be chosen by majority vote. Committee chair persons who are not also an executive board member shall hold a two year term. Committee chairpersons are eligible for reelection. There shall be no limit on the number of terms served as a committee chairperson.

**Section 4: Advisors:** The Board may appoint from time to time any number of persons as advisors of the Organization. Each such advisor may be appointed to act either singly or as a committee. Each such advisor shall hold office only during the pleasure of the Board. Advisors shall have only such authority or obligations as the Board may determine. No advisor of the Organization shall receive a salary for services provided to the Organization, however, the Board shall be authorized and empowered to pay reasonable compensation for services rendered (i.e. dog behaviorist, lawyer), or reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Organization, and furthermore the improvement of the health, safety, and well being of the animals. Advisors shall be members of the Community who shall meet as needed with the goal of assisting the Board in it's functions including but not limited to Fundraising, animal care, animal adoption, and community outreach (Advisors may include but not be limited to Veterinarians, animal Behaviorists, Business Representatives, Community Sponsors, etc.)

## **ARTICLE VI - MEETINGS**

**Section 1: Regular Meetings:** Regular meetings of the Board will be held on dates to be determined by the President or Executive Committee. To the extent of practicality, regular meetings may be held in different locations or to include Directors participating via the Internet and/or telephone.

1. Regular meetings are to be held on a regular basis, at least once a quarter.
2. The Secretary shall contact the organization and handle distribution of all Board meeting announcements before every regular meeting.
3. Some Board Meetings may be open to all Volunteers, as determined by the Board, with the exception of Executive Sessions which shall *only* include the Board.

**Section 2: Special Meetings:** Special meetings of the Board may be called by or at the request of the President, the Executive Committee, or at least half (1/2) of the Directors of the Board. The call for a special meeting shall be made by the Secretary, subject to the regulations set forth in **Article VI, Section 1**.

**Section 3: Notice of Meetings:** Board announcements including notice of time and place of all regular meetings will be delivered personally, by telephone, electronic mail, or sent by first-class mail. The Board announcement or Special Meeting notice is delivered personally, by telephone, facetime, or electronic mail is to be delivered at least forty-eight (48) hours before the time and day the meeting is to be held. Notice will be

sent by email by Committee Chairpersons to all Board Members and volunteers in the same manner for Committee meetings.

**Section 4: *Quorum:*** At all regular and special meetings of the Board, the presence of a majority of the total number of the entire Board, then in office, shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, within these bylaws, or by law. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting to another place, time, or date with or without notice. If the meeting is adjourned for more than twenty-four (24) hours, the Secretary shall cause notice to be given to those Directors not present at the meeting at the time of adjournment.

**Section 5: *Action Without Meeting:*** Actions required or permitted to be taken by the Board or a Committee of the Board may be taken without a meeting. All of the Directors entitled to vote thereat must, individually or collectively, consent in writing to such action. Such written consent or consents shall be filed, with the minutes of the proceedings, to the Secretary, who in return shall notify and file such actions to the Board. Written consent filed by the Board shall have the same force and effect as the unanimous vote of such Directors.

**Section 6: *Electronic Mail, Telephone Meetings:*** As permitted under applicable law, communication by electronic mail shall be considered equivalent to any communication otherwise required to be in writing. The Organization shall take such steps as it deems appropriate, under the circumstances, to assure itself that communications by electronic mail are authentic. Board members shall also be permitted to participate in meetings of the Board through telephone communication if such can be arranged so that all Board members can hear all other members. The use of a telephone for participation shall constitute presence in person.

**Section 7: *Internet Meetings:*** Board members shall also be permitted to hold meetings of the Board through Internet communication if such can be arranged so that all Board members shall participate. An Internet chat area or video call program will be used for the purpose of any/all Internet meetings. The Organization shall take such steps as it deems appropriate, under the circumstances, to assure itself that communications via internet chat are authentic. The use of the Internet for participation shall constitute as an official meeting and the Secretary shall record the minutes of the meeting as such.



**Section 8: *Presumption of Assent:*** Any Board member present at a Board or Committee meeting at which action on any matter is taken shall be presumed to have assented to the action taken. He or she has the right to dissent or abstain from any action; however it must be entered in the minutes of the meeting. Such Director shall also be allowed to file a written dissent or abstention to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or forward such disagreement or abstention by registered mail to the Secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to any Board member who voted in favor of such action.

## **ARTICLE VII – GENERAL PROVISIONS**

**Section 1: *Contracts:*** No officer, agent, Director, or Board member shall have any power or authority to enter into any contract, render it liable for any debts or obligations, execute, or deliver any instrument in the name of, or on behalf of the Organization. The Board may however, authorize any Director or Directors, agent or agents, to take such actions. Such authority may be general, or confined to specific instances. In the absence of a contrary Board authorization, contracts and instruments may only be executed by the President, Treasurer and Secretary serving as the Executive Committee.

## **ARTICLES VIII - BOOKS, RECORDS, & REPORTS**

**Section 1: *Permanent, Corporate Records:*** The Organization shall keep current and correct records of the accounts, minutes of the meetings and proceedings, Foster Home Membership, Adoptions, Vet care, and records of all Board membership, past and present, of the Organization. Such records shall be kept at the registered office or the principal place of business of the Organization and overseen/managed by the Secretary. Any such records shall be in written form or in a form capable of being converted into written form. The Board shall publish, at least annually, a report describing its activities, including a financial statement for the volunteers and donors to review.

## **ARTICLE IX - RIGHTS OF INSPECTION**

**Section 1: *Inspections:*** Every Board member shall have the right at any reasonable time, and on written demand stating the purpose thereof, to examine and make copies of/from the relevant books and records of, accounts, minutes, and bylaws of the Organization. Each such Director shall also have the right at any reasonable time to inspect the physical properties of the Organization. The Organization must establish

reasonable procedures to protect against the inappropriate disclosure or release of confidential information such as a signed document/statement.

## **ARTICLE X - FISCAL YEAR**

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

## **ARTICLE XI – FINANCIAL MATTERS**

**Section 1:** *Deposits:* All funds of the Organization not otherwise in use will be deposited to the credit of, or in the name of the Organization. The Board may from time to time deem any/all of the following as desirable ways to employ such monies: banks, trust companies, investments, or other depositories.

**Section 2:** *Investments:* The funds of the Organization may be employed in whole, or in part, to cash or be invested or reinvested in such properties, stocks, bonds, or other such securities as the Board may from time to time deem desirable. The Incorporators of this Organization do not see this as the norm, but would like an instrument if the Organization would receive sizeable donations.

**Section 3:** *Loans:* There shall be no loans made by, or to this Organization, and no evidence of indebtedness will be issued in its name unless authorized by a simple majority vote of the Board. In the absence of a contrary Board authorization, the Executive Committee shall assume the right, provided, however, that no loans will be made by the Organization to any of its Directors, Officers, agents or Board members.

**Section 4:** *Checks:* All forms of checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness, issued in the name of the Organization, will be authorized by the Treasurer and signed by such Director or Directors of the Board, as shall from time to time be determined by resolution of the Board.

## **ARTICLE XII – INDEMNIFICATION**

**Section 1:** *Terms of Indemnification:* The Organization may; to the fullest extent, now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he/she (or a person of whom he/she is the legal or personal representative or heir or legatee) is or was a Director, Officer, employee, Associate, Contributor, or any other agent of the

Corporation, or of any other organization served by him/her in any capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses; including attorneys' fees.

### **ARTICLE XIII - DISSOLUTION**

**Section 1: *Dissolution:*** Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to a like-purposed rescue group or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction in which the principal office of the Organization is then located, exclusively for such purposes, or to such organizations, as the Court of Competent Jurisdiction shall determine, which is operated exclusively for such purposes.

### **ARTICLE XIV – AMENDMENTS**

**Section 1: *Amending Bylaws:*** The Articles of Incorporation or Bylaws of the Organization may be altered, amended, or repealed, and new Bylaws adopted only upon acting by a simple majority vote of all Directors of the Board, except as otherwise provided in the Articles of Incorporation, or these Bylaws. Proposed amendments *must* be submitted to the Secretary to be sent out with regular Board announcements. These Bylaws were last amended and accepted at a meeting of the Board of Directors of Against All Odds Cat Rescue on the   19th   day of   Jan  , **2023**.

\_\_\_\_\_ **Keera Allen** \_\_\_\_\_, PRESIDENT

\_\_\_\_\_ **Krystyna Nichols** \_\_\_\_\_, TREASURER

\_\_\_\_\_ **Maddisen Cardwell-Hutchinson** \_\_\_\_\_, SECRETARY

\_\_\_\_\_, Board Member/Trustee (Optional)

\_\_\_\_\_, Board Member/Trustee(Optional)