

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.

ARTICLE II

Purpose

The purposes of the Association are: (1) to promote better care and understanding of cats; and (2) to provide for the physical welfare of homeless cats and kittens; and (3) 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.
 - (1) **Active Members.** An active member shall be any adult 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 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 adult person who has paid the life membership dues set forth in Section 3.2(b) (“Life Member”). Life Members

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 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 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 dues increase 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 - Meetings

- (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 meeting shall be held in February 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.
- (c) 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.

Section 3.4 - Place of Meetings

Meetings of the members may be held at any place within or without 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 Meeting

- (a) Written notice of the time and place of each meeting of the Members shall be published in the Association's newsletter at least ten (10) but not more than sixty (60) days before each meeting.
- (b) Each member shall furnish the Association with an 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) 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.
- (e) 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 - Quorum and Manner of Action

- (a) A quorum for any regular or special meeting shall consist of six (6) voting members, except the annual meeting and any meeting at which amendments to the Articles of Incorporation or Bylaws may be considered and/or made, when a quorum 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.

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:
 - (1) Select, advise, evaluate, fix the compensation of and, if need be, replace the Executive Director;
 - (2) Establish strategic directions and approve specific objectives;
 - (3) Ensure, to the extent possible, that the resources needed to accomplish the Association's objectives are in hand;
 - (4) Monitor the performance of management to ensure that the Association operates responsibly, ethically, and effectively;
 - (5) Establish and carry out an effective system of governance at the Board level; and
 - (6) Perform any and all other acts that a nonprofit, mutual 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.

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 three (3) nor more than twenty (20) 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 be nominated in writing at least thirty (30) days prior to the annual meeting of members. Election of Directors shall be conducted via a private ballot.

Section 4.5 - Classification and Term

- (a) All members of the Board must be Active Members or Life Members for at least one (1) year. All members of the Board must be at least eighteen (18) years of age. No member shall simultaneously hold two (2) or more elected positions on the Board, and paid employees of the Association and their immediate families are not permitted to be nominated or elected to the Board.
- (b) 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.
- (c) The terms of office of each re-elected Director shall be until the adjournment of the second succeeding annual meeting of the members or until a successor is elected as Director.
- (d) Notwithstanding the foregoing, a Director may not be re-elected to more than three (3) consecutive two (2) year terms.

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) Notwithstanding anything to the contrary, any meeting of the Board may be held through any electronic communication pursuant to which each Director is able to hear each other Director participating, or in any other manner permitted under the laws of the State of Ohio, and such participation shall constitute attendance at such 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 either by personal delivery or by mail or electronic mail at least two (2) days before each meeting.

- (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, all of the Directors. For purposes of this section, a signed writing shall include any original document bearing the signature of a Director, a teletype sent by, and bearing the signature of, a Director, and 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 two-thirds (2/3) 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 meeting in the manner prescribed in Section 4.13.

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 until a successor is elected as Director.

Section 4.14 - Compensation

Directors shall serve without compensation, but may receive reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 4.15 - Ex Officio Members

The Board may appoint one (1) or more persons as ex officio members of the Board, which ex officio member or members 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 meeting of the Board, but which ex officio member or members shall not be counted for purposes of a quorum nor 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

The Board may create any committee it sees fit to create, either on a temporary or a permanent basis.

Section 5.2 - Nominating Committee

The Nominating Committee is responsible for overseeing the nomination process for Board members. The Nominating Committee shall be appointed by the Board at least two (2) months prior to the annual meeting of the members. The Nominating Committee shall consist of no fewer than three members of the Association, at least one of whom shall be a member of the Board whose term will not expire at the next election. The President shall not be a member of

the Nominating Committee. 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 at the time of their appointment of the minimum number of director positions to be filled. The Nominating Committee is responsible for presenting to the Board a slate of candidates for the upcoming Board election that meet the qualifications set forth in Article IV, Section 4.5, collecting each candidate's biographical information, and including that information in a document that can be presented to the members of the organization for purposes of voting.

Section 5.3 - Finance Committee

The Finance Committee is responsible for the financial oversight of the Association and for assuring 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.

Section 5.4 - Committees of Directors

- (a) The Board may, by resolution, create an executive committee or any other committee of the Directors, to consist of three (3) or more Directors, and may authorize the delegation to any such committee of any of the authority of the Directors, however conferred.
- (b) The designation of such committees and the delegation thereto of such authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed by law.
- (c) Each committee shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board.
- (d) 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 5.5 - 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 all of its members who would be entitled to vote at such meeting.
- (b) Unless participation by members of any such committee at a meeting by means of communications equipment is prohibited by the Articles of Incorporation, these Bylaws, or an order of the Directors, meetings of any particular committee may be held through any communications equipment if all persons participating can hear 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.

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; however, the office of Treasurer may be held by an individual who is not a Director. Any two (2) or more offices may be held by the same person.

Section 6.2 - Election and Term of Office

- (a) The officers of the Association shall be elected by the Board at the first annual or regular Board meeting after the annual meeting or special meeting at which the Directors were elected, and new offices may be created and filled at any meeting of the Directors.
- (b) Each officer shall hold office until 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 the majority of the Board.
- (b) Any vacancy by reason of this section may be filled at the same meeting of the Board.

Section 6.5 - Duties of Officers

- (a) The President shall be the chief executive officer of the Association, and 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 and for the performance of any other duties specified in these Bylaws.

- (b) The Secretary shall be responsible for recording the votes and keeping the minutes and proceedings of meetings of the Board and of the members, and for serving notice of meetings of the Board and of the members.
- (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 such funds as directed by resolution of the Board, signing all checks and promissory notes of the Association, keeping proper books of account, and preparing an annual budget and a statement of income and expenditures to be presented to the members at the annual meeting.
- (e) Each of the President and the Treasurer shall have the authority jointly or severally to sign, execute and deliver in the name of the Association any deed, mortgage, bond, instrument, agreement or other document evidencing any transaction 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 two-thirds (2/3) of the Board present at a meeting at which a quorum is present shall be required to recommend any of the following actions:

- (a) A voluntary dissolution of the Association;
- (b) A merger, consolidation or combination;
- (c) The sale or other disposition of substantially all of the assets of the Association;
- (d) The approval or adoption of any material change in the purpose of the Association.

The affirmative vote of two-thirds (2/3) 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

Parliamentary Authority

The rules contained in the most current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the law of the State of Ohio, the Articles of Incorporation, or these Bylaws.

ARTICLE XIII

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.

CAT WELFARE ASSOCIATION BOARD OF DIRECTORS

RESOLUTION No. 2008-1
Adopted: November 18, 2008

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CAT WELFARE ASSOCIATION, INC:

WHEREAS, Section 4.5 of the newly adopted Cat Welfare Association Bylaws establishes term limits for members of the Board of Directors, but does not address the manner in which those term limits apply to any person who is currently serving on the Board of Trustees or Executive Committee (Board of Directors) and is re-elected at the next election; now therefore be it

RESOLVED, That Section 4.5 of the newly adopted Bylaws shall apply as follows to current Trustees and Members of the Executive Committee (Board of Directors):

- (1) If, as of the February 2009 election, a member has already served at least seven consecutive years as a Trustee and/or member of the Board of Directors, the member may be elected to one two-year term. At that point, the member must wait one year before the member is eligible to run again for the Board of Directors.
- (2) If, as of the February 2009 election, a member has served less than seven consecutive years as a Trustee and/or member of the Board of Directors, the member may be elected to as many two-year terms as will result in the member having served eight consecutive years. At that point, the member must wait one year before the member is eligible to run again for the Board of Directors.

CAT WELFARE ASSOCIATION BOARD OF DIRECTORS

RESOLUTION No. 2009-1

Adopted: January 20, 2009

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CAT WELFARE ASSOCIATION, INC:

WHEREAS, A newly elected Board of Directors is required by the Cat Welfare Association Bylaws to elect officers; and

WHEREAS, The election of officers is to take place at the first Board meeting held after the annual election; now therefore be it

RESOLVED, That the officers serving on the Board of Directors at the time of the annual election shall continue to serve until the election of officers by the new Board of Directors.