

St Sophia's Forgotten Felines Bylaws

WITH THE UNDERSTANDING THAT:

- **Bylaws:** standing rules governing the regulation of a corporation's internal affairs.
- **Policy:** a definite course of action adopted for the sake of expediency, facility, etc. -- strategy, principle, rule.
- **Procedure:** a set of established methods established for conducting the affairs and instituting policy

THE FOLLOWING BYLAWS ARE PUT INTO AFFECT

ARTICLE I. ORGANIZATION, LOCATION, CORPORATE LOGO, FISCAL YEAR, MISSION STATEMENT

A. ORGANIZATION:

St. Sophia's Forgotten Felines, an Illinois corporation, is organized exclusively for the rescue, rehabilitation, and re-homing of cats in DuPage County. In short, St. Sophia's Forgotten Felines may be referred to in passing as St. Sophia's Forgotten Felines.

B. LOCATION:

St. Sophia's Forgotten Felines is a foster-based rescue organization with a hub location in of Addison, IL. The mailing address of St. Sophia's is **PO Box 575, Addison, IL 60101-0575**. The Directors may change the location of the rescue organization by a majority vote of those present at any regular or any special meeting.

C. CORPORATE LOGO:

The Corporate Logo for St. Sophia's Forgotten Felines is two S's shaping a cat with feet, whiskers, and a halo. The logo must appear on all formal documents.

D. FISCAL YEAR:

The Fiscal Year of St. Sophia's shall begin on the 1st day of June and end of the last day of May in each year.

E. MISSION STATEMENT:

The Mission of St. Sophia's Forgotten Felines is to provide the best in temporary care for cats in transition.

a. GOALS

1. To establish and maintain a rescue for the aid, comfort, lodging, humane care, welfare, and safety of cats;
2. To subscribe to and maintain the principle that animal euthanasia shall not be performed except in cases of terminal illness or un-relievable suffering or by order of a court;
3. To find suitable homes for cats sheltered by St. Sophia's Forgotten Felines;
4. To Conduct programs designed to promote the kind treatment of cats and the avoidance of cruelty to cats;
5. To receive dues, donations, bequests, and any and all forms of income for the purpose of achieving its objectives;
6. To make information regarding its purposes and objectives available for the public;
7. To assume such other responsibilities, and to conduct such other activities, as are compatible with the operation of an animal welfare organization.

ARTICLE II. OFFICES

St. Sophia's Forgotten Felines shall have and continuously maintain in the State of Illinois an office and a registered agent whose office is identical with such registered office.

ARTICLE III. ANIMAL POPULATION

St. Sophia's Forgotten Felines shall have the authority to determine:

- A. Which cats shall be admitted to the rescue, determined by **In-take Policy and Procedures**, as voted on by the Board of Directors.

- B. Requirements for the adoption of cats under its care, which requirements shall embody all aspects considered by St. Sophia's Forgotten Felines to be germane to acceptable standards and practices of animal welfare, and are outlined in the **Adoption Policy and Procedures**, as voted on by the Board of Directors.
- C. Which cats shall be euthanized, determined by **Medical Treatment Policy and Procedures**, as voted on by the Board of Directors.
- D. Which cats shall be placed into off-site care and who the caretakers/guardians can or will be as determined by the **Off-Site Caretakers Policy**, as voted on by the Board of Directors.

ARTICLE IV. MEMBERSHIP, DUES, and MEETINGS

A. General Membership.

General Membership shall be open to any person embracing the purposes of St. Sophia's Forgotten Felines as set forth in **Article I.E.** above upon payment of annual dues in one or more categories. The categories and the amount of dues in each category are subject to Board vote and approval.

General Membership shall also be open for his/her lifetime to any person embracing the purposes of St. Sophia's Forgotten Felines as set forth in **Article I** above upon payment of a Lifetime Membership Fee of \$1,000.00.

General Membership is effective on the date dues payment is accepted and General Membership, other than Lifetime Membership, lapses on calendar year thereafter.

B. Volunteers

St. Sophia's Forgotten Felines shall encourage, solicit, and enlist the services of volunteers to assist in carrying out its stated purposes. All St. Sophia's Forgotten Felines volunteers shall adhere to St. Sophia's Forgotten Felines objectives, policies, and procedures.

1. *Eligibility.* Volunteering shall be open to any person(s) embracing the Mission Statement of St. Sophia's Forgotten Felines as set forth in **Article I.E.** Volunteering with animals requires that a person be at least eighteen (18) years of age, or if under that age, the person must have a signed parental consent form and be accompanied at all times by an adult sponsor. Volunteers shall agree to follow the **Code of Ethics** established by the Board of Directors.
2. *Revocation, Suspension, or Termination of Volunteer Status.* Any volunteer engaging in conduct tending to injure St. Sophia's Forgotten Felines' good name, disturb St. Sophia's Forgotten Felines' well-being or frustrate St. Sophia's Forgotten Felines in its work, objectives, policies, or procedures may have his/her volunteer status revoked, suspended, or terminated. Grounds for revocation, suspension or termination include, but are not limited to mistreatment of any animal; unauthorized use of St. Sophia's Forgotten Felines funds, facilities, supplies or equipment, falsification of any St. Sophia's Forgotten Felines record, intoxication or use of illegal drugs or liquor while on volunteer duty; unauthorized acceptance or release of any animal; harassment of the public, or other volunteers; falsification or misrepresentation of St. Sophia's Forgotten Felines policies or procedures to the public; or refusal to carry out or comply with St. Sophia's Forgotten Felines' objectives, policies or procedures. Revocation, Suspension, and Termination administration will be covered under the **Volunteer Policy** as outline and voted on by the Board of Directors.
3. Other volunteer needs such as scheduling, job duties, and more is be covered under the **Volunteer Policy** as outline and voted on by the Board of Directors.

C. Voting Membership

1. *Eligibility.* Voting Membership is open to any General Member who meets one or any combination of the following criteria:
 - a. Active volunteer work at organization-related activities (e.g. adoption shows; attendance at General Meetings, fundraising events, or projects) for a minimum of twelve (12) hours per month for three months; or

- b. Active volunteer work on any committee of the Board of Directors, hereinafter referred to as Board, for a minimum of three months.
2. *Application.* Any individual who wishes to become a Voting Member may request a **Voting Membership Application** from the Board of Directors. The completed Voting Membership Application shall be submitted to the Board for review, and the individual shall be notified in writing within thirty (30) days of application receipt with his/her Voting Membership status. Voting Membership status shall not be unreasonably withheld.

Any individual rejected for Voting Membership by the Board is entitled to a written summary on request of the reasons therefore and may appeal his/her rejection to the Board within thirty (30) days of such written notification. The decision of the Board is final for a period of three (3) months, when re-application for Voting Membership may be made.

3. *Term.* The Board shall review the membership status of each Voting Member one year from the date of their acceptance. Each year Voting Members whose Voting Membership status is terminated shall be notified in writing of their terminated Voting Membership status. Any Voting Member whose Voting Membership is so terminated, and who wishes to protest the termination, may appeal such termination to the Board within thirty (30) days of their notification. The decision of the Board is final for a period of three (3) months, when re-application for Voting Membership may be made.
4. *Privileges.* Each Voting Member shall be entitled to one vote on any matter coming before the Voting Membership, as per **Voting Policy**.

Throughout the fiscal year a minimum of five (5) current Voting Members may petition the Board at any General Meeting to consider any issue. The Board shall place the issue on its agenda for the next Board meeting and report to the Voting Membership the results of its consideration at the next General Membership meeting. Petitioners shall be notified in writing of the results if addresses are provided with the petition.

5. *Annual Meeting.* There shall be an annual meeting of the Voting Membership each year for the purpose of considering amendments to these Bylaws and transacting such other business as may come before the Voting Membership.
6. *Special Meetings.* Special meetings of the Voting Membership may be called by or at the request of the President or any two (2) Board members, upon written request.
7. *Notice and Conduct.* Notice and conduct at annual and special meetings is subject to the **Internal Communications Policy** as voted on and adopted by the Board of Directors.

D. Other Matters Affecting Affiliation

No Voting Member, Volunteer, or General Member is authorized to institute any legal proceeding against St. Sophia's Forgotten Felines, or file a complaint against St. Sophia's Forgotten Felines with any governmental agency, before exhausting all St. Sophia's Forgotten Felines remedies, including but not limited to those remedies provided in these Bylaws, the Volunteer Agreement, and Robert's Rules of Order, and before submitting the matter for arbitration to the American Arbitration Association (hereinafter referred to as "AAA").

Any complaints, grievances, or protests initiated against St. Sophia's Forgotten Felines by a Voting Member, Volunteer, or General Member under these Bylaws, the Volunteer Agreement, and/or Robert's Rules of Order must be so initiated within ninety (90) days from the date of the incident giving rise to the complaint, grievance, or protest. Where no complaint, grievance, or protest is so initiated by the matter is instead submitted for arbitration to the AAA, the complaint or application for arbitration must be filed with the AAA within ninety (90)

days from the date of the incident giving rise to the complaint or application.

Any Voting Member, Volunteer or General Member (hereinafter referred to as the “complainant”) who institutes any legal proceeding against St. Sophia’s Forgotten Felines or files a complaint against St. Sophia’s Forgotten Felines with any governmental agency shall be suspended from all affiliations with St. Sophia’s Forgotten Felines, pending the outcome of the action and any subsequent appeal. If the Court of governmental agency resolves the action in favor of the complainant, the complainant’s suspension shall be immediately lifted. If the Court or governmental agency resolves the action in favor of St. Sophia’s Forgotten Felines’ all of the complainants’ affiliations with St. Sophia’s Forgotten Felines shall be immediately terminated without further hearing or notice. Termination is final and not appealable.

ARTICLE V. BOARD OF DIRECTORS AND OFFICERS

A. Purpose

The Board of Directors shall be responsible for upholding the expressed purposes of St. Sophia’s Forgotten Felines and for establishing policy. The Board shall be empowered to vote on corporate matters pursuant to the provisions of these Bylaws.

B. Qualifications

Directors shall have no specific qualifications except commitment to the Corporation’s purposes and mission, and the skills and talents to meet their responsibilities and fiduciary duties as outlined in **Section F** below. At least 80% of the seats on the Board of Directors shall be reserved for individuals who participate in Volunteer Activities for St. Sophia’s Forgotten Felines, Inc on a regular basis as determined by the majority of the directors.

C. Structure

There shall be three (3) Directors to fill the following named positions:

1. Director of Operations
2. Director of Development
3. Director of Marketing

D. Board Terms, Compensation, Termination

1. Board Membership is served as appointed by the President
2. Membership will be served in 4-year terms
3. Membership can be served concurrently for an unlimited number of terms, and appointments and reappointments will be made by the Director of Operations.
4. Termination of an appointment may be made at any time by a consensus vote by the remaining Board Members.
5. Board Members will receive no monetary compensation.

E. Board Vacancies

1. In the event of death, resignation, removal or incapacity of a Director the Director of Operations shall appoint a Voting Member as the successor to serve for the unexpired term.
2. In the event of the death or resignation of the Director of Operations, this position shall be assumed by the Director of Development for the remainder of the term.
3. In the event that a Director fails to perform the duties inherent in his/her election, as defined in **Section F** immediately following, or has an unreasonable number of unexcused absences, or otherwise refuses to abide by the rules, regulations, and policies established by St. Sophia’s Forgotten Felines, a review of his/her performance shall be made by the Board. If the situation persists, a majority vote of the Board is sufficient to terminate the Director’s term.

F. General Duties and Responsibilities of Directors

1. To submit any items to be placed on the agenda and discussed at an upcoming Board meeting;

2. To submit monthly reports including income and expenditures, past and future activities, current and/or expected results of such activities.
3. To submit a yearly statement of proposed operating expenses of the upcoming fiscal year for consideration in budget planning;
4. To prepare a fiscal year-end report of the activities in his/her area of responsibility for presentation to the Board and the Voting Membership at their respective Annual Meetings;
5. To attend all meetings of the Board unless excused;
6. To attend all meetings of the General Membership unless excused;

G. Regular Meetings

There shall be regular meetings of the Board on a monthly basis for the purpose of transacting any business that may come before the Board.

H. Special Meetings

Special meetings of the Board may be called by or at the request of the President or any three Board members upon request to the Secretary.

I. Meeting Regulations and Conduct

Notice and conduct at annual and special meetings is subject to the **Internal Communications Policy** as voted on and adopted by the Board of Directors.

ARTICLE VI. COMMITTEES

- A. Appointed Committees.** Committees may be formed and appointed on a temporary or permanent basis as needed by the Board of Directors.

ARTICLE VII. ADVISORY BOARD

A. Purpose

The purpose of the Advisory Board will be to advise the Board of Directors on the effectiveness of St. Sophia's Forgotten Felines. The Advisory Board will work to promote a public awareness of St. Sophia's Forgotten Felines, and will serve as liaison between St. Sophia's Forgotten Felines and outside organizations on shared issues and concerns.

B. Qualifications

Advisory Board Members shall have no specific qualifications other than (1) expertise, skills, and talents in the area of which they are to serve (*see Article VII. C Structure and Membership*); (2) commitment to St. Sophia's Forgotten Felines' purposes and mission, and (3) to meet their responsibilities and fiduciary duties as outlined in **Section E** below.

C. Structure and Membership

The membership of the Advisory Board will consist of one representative for each category of need as determined by the Board of Directors, chosen from DuPage County citizens.

There shall be five (5) Advisory positions to be filled by appointment of the Board of Directors:

1. Veterinary Advisor
2. Business Advisor
3. Legal Advisor
4. Marketing Advisor
5. Financial Advisor

D. Board Terms, Compensation, Vacancies, and Termination

1. Membership will be served in 1-year terms
2. Membership can be served concurrently for an unlimited number of terms (at 1 year each), and appointments and reappointments will be made by the shelter's Board of Directors.
3. Termination of an appointment may be made at any time by a consensus vote by the Board of Directors.
4. Vacancies will be filled by Board of Directors' appointment, to serve for the vacancy's remaining term.
5. Advisory Board Members will receive no monetary compensation.

E. General Duties and Responsibilities of Directors

Members shall agree to follow the **Code of Ethics** established by the Board of Directors, and fulfill their positions as advisors through

1. Collaborating regularly with the St. Sophia's Forgotten Felines Board of Directors and Volunteers
2. Contributing time, talent, knowledge, and advice
3. Providing input on animal welfare, business, financial, marketing, legal and other issues
4. Furnishing information on best practice of community, local, state, and national organizations
5. Cultivating sound fiscal management
6. Delivering feedback and offering suggestions about St. Sophia's Forgotten Felines' policies, procedures, and practice
7. Establishing and maintaining contact and serving as liaison with persons, groups, and associations having an interest in animal welfare, specifically regarding cats
8. Making recommendations regarding significant issues in animal welfare, business, finance, public relations, and legal matters
9. Promoting public awareness of St. Sophia's Forgotten Felines and volunteer/membership opportunities
10. Identifying recruitment/posting opportunities in local media
11. Supporting St. Sophia's Forgotten Felines through letters of support on grant applications
12. Fostering an environment supporting collaborative, open, timely communication
13. Encouraging humane education, TNR, responsible pet ownership, and other animal welfare practices in the community
14. Soliciting for sponsorships and donations
15. Participating in rescue events, fundraisers, and adopt-a-thons
16. Aiding in support for continuing education of the shelter Board and volunteers

G. Voting Rights

Membership in the Advisory Board does not provide for voting or veto status on any policy, procedure, or practice of the Shelter; Advisory Board Members serve in an advisory capacity.

F. Regular Meetings

There shall be regular meetings of the Board on a quarterly basis for the purpose of transacting any business that may come before the Board. Advisory Board members who are unable to attend any meetings shall notify the St. Sophia's Forgotten Felines Directors in advance, if possible. Written statements may be presented prior to the meeting and presented in a meeting in the absent member's stead.

H. Special Meetings

Special meetings of the Advisory Board may be called by or at the request of any two Board members.

I. Meeting Regulations and Conduct

Notice and conduct at annual and special meetings is subject to the **Internal Communications Policy** as voted on and adopted by the Board of Directors. The Advisors will conduct their meeting activities consistent with the strategic plan and initiatives, work initiatives, and projects identified by the Board of Directors.

ARTICLE VIII. CHECKS, DEPOSITS, GIFTS, and FISCAL RESPONSIBILITY

- A. Checks, Drafts, Etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of St. Sophia's Forgotten Felines shall be signed the Directors of Operations and Development.
- B. Deposits.** All funds of the corporation shall be deposited on a regular basis as needed to the credit of the rescue in such banks, trust companies, or other depositories as the Board may select.
- C. Gifts.** The Board may accept on behalf of the rescue any grants, contributions, gifts, bequests, or titles to real estate for its general purposes or for any special purpose of the shelter.
- D. Fiscal Responsibility.** No part of the income of St. Sophia's Forgotten Felines shall be distributed to members, directors, or officers except as permitted by the Non-Profit Corporation of the State of Illinois; no member, director, or officer of St. Sophia's Forgotten Felines shall have any right, title or interest in or to any property of any kind owned by it in connection with the performance of its functions nor in or to any income or other funds received by St. Sophia's Forgotten Felines; no part of the net earnings of St. Sophia's Forgotten Felines shall inure to the benefit of any private member.
- E. Political Affiliations.** No substantial part of the activities of St. Sophia's Forgotten Felines shall be carrying on propaganda or otherwise attempting to influence legislation; and St. Sophia's Forgotten Felines shall not participate in, or intervene in any manner in political campaigns on behalf of any candidate for public office.

ARTICLE IX. BOOKS AND RECORDS

- A. Books and Records.** St. Sophia's Forgotten Felines shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board and committees having any authority of the Board, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member of the organization or general public, or his agent or attorney, for any purpose at any reasonable time.

ARTICLE X. DISSOLUTION

In the event of St. Sophia's Forgotten Felines being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organization with similar purposes which is not carried on for the profit or gain of its individual members.

ARTICLE XI. AMENDMENTS TO BYLAWS

These Bylaws may be amended, repealed, or new Bylaws adopted at any meeting of the Voting Membership by a two-thirds' vote of the Voting Members present or voting by absentee, provided that notice of any amendment, repeal of Bylaw or new Bylaw is given in writing to each Voting Member at least twenty (20) days receding the meeting at which such amendment is voted upon. The voting for or against Bylaw amendments, new Bylaws or the repeal of Bylaws shall be conducted by secret ballot. Absentee votes for and against Bylaw amendments, new Bylaws or the repeal of Bylaws shall be allowed if received in writing or by telephone by the Secretary or the President, with written confirmation to follow within five (5) working days in the case of telephone absentee votes. Absentee votes must be received either in writing or by telephone before the Call to Order of the meeting at which such amendments are scheduled to be put to a vote. Each proposed Bylaw amendment, repeal of Bylaw or new Bylaw shall be voted on separately from other Bylaw changes that may be before the Voting Membership.