

BYLAWS OF
KITTY CAT CONNECTION, INC.

A Nonprofit Corporation Formed Under the Laws of the State of Missouri

**ARTICLE ONE
ORGANIZATION**

Section 1.1. Registered Office. The registered office of the corporation shall initially be situated at the location stated within the Articles of Incorporation and may, at a later date, be moved to such other location as the board of directors may from time to time designate.

Section 1.2. Other Offices. The corporation may maintain such other offices both within and without the State of Missouri as the board of directors may authorize.

Section 1.3. Purpose. The corporation has been organized for the purposes set forth in the Articles of Incorporation:

This corporation is organized exclusively for charitable, scientific and educational purposes and for the prevention of cruelty to animals, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The specific and primary purposes include the following:

- Promoting, aiding, and practicing TNR (trap, neuter, release) to relieve overpopulation and suffering among feral cats, especially in our local area.
- Maintaining humane conditions in feral cat colonies and reducing conflict with human neighbors.
- Rescuing, rehabilitating, spay/neutering, and finding homes for non-feral homeless cats we encounter in TNR work.
- Educating pet owners and school children about responsible pet ownership and advocating spaying and neutering to reduce pet overpopulation. This may include financial and other aid to pet owners who need it.

Section 1.4. Corporate Seal. The corporation may have a corporate seal.

**ARTICLE TWO
MEMBERS**

Section 2.1. Membership. The corporation shall not have members. All authority shall be vested in a perpetual board of directors as set forth in Article Three below. However, all Kitty Cat Connection volunteers, fosterers, and donors are encouraged to attend the board of directors regular meetings. These people are the source of new directors and their active participation is the heart of our organization.

**ARTICLE THREE
BOARD OF DIRECTORS**

Section 3.1. Initial Directors. The initial board of directors shall consist of nine persons. The initial board of directors shall serve a term of four years and be eligible for re-election to four-year terms thereafter; however, in all cases, directors shall serve until their successors shall have been elected and

qualified.

Section 3.2. Number, Election and Term. The number of directors to serve on the board of directors may be amended by a duly adopted resolution of the board of directors, however, this number shall not be less than three. When a seat becomes vacant on the board, the current board of directors shall fill it by majority vote of a quorum.

Section 3.3. Powers. The activities and assets of the corporation shall be managed and controlled by the board of directors which shall exercise all the powers of the corporation. However, the board may delegate duties to the officers of the corporation to the full extent allowed by law.

Section 3.4. Meetings; Quorum. Regular meetings of the board of directors shall be held at such places within or without the State of Missouri, and on such days and at such times as shall be fixed from time to time by the board of directors. Rules of procedure for the conduct of such meetings shall be adopted by resolution of the board of directors. Notice of such regular meetings need not be given. A majority of the board of directors shall constitute a quorum for the transaction of business, but a lesser number may adjourn to another day if a quorum is not present. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws. Special meetings of the board may be held at any time and place, within or without the State of Missouri, upon the call of the president or secretary of the corporation by notice delivered to each director not less than three (3) days before such meeting. For purposes of this section, "delivery" of notice of a board of director's meeting may be accomplished in person, through the U.S. Postal Service, or by facsimile, telephone, or email transmission.

Section 3.5. Director meeting via telephone conference. Directors may appear at a meeting of the board by means of telephone conference or similar communication system whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Furthermore, a director appearing at a board meeting via telephone conference shall also be allowed to vote by this medium.

Section 3.6. Resignation, Removal, and Filling of Vacancies of Directors. Any director of the corporation may resign at any time by giving written notice of such resignation to the board of directors, the president, or the secretary of the corporation. Any such resignation shall take effect at the time specified therein or, if no time be specified, upon receipt thereof by the board of directors or one of the above-named officers. Any director who attends none of the regular meetings in a four month period may be removed by a majority vote of a quorum of the board. Vacancies on the board and newly created directorships resulting from any increase in the number of directors to constitute the board of directors may be filled by a duly approved resolution of a majority of a quorum of the directors then in office. If the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

Section 3.7. Compensation of Directors. Directors, as such, may receive no compensation but may be reimbursed for expenses of attendance at any meeting of the board as shall be determined by resolution of the board of directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE FOUR OFFICERS

Section 4.1. Number, Election and Term. The officers of the corporation shall be a president, vice-president, treasurer, and secretary who shall be chosen by the board of directors at its first meeting. Officers must be members of the board of directors. Any two or more offices may be held by the same

person. All officers, unless sooner removed, shall hold their respective offices until the first meeting of the board of directors after the next succeeding election of the board of directors and until their successors shall have been duly elected and qualified. Any salaries of the officers of the corporation shall be fixed from time to time by the board of directors. No officer shall be prevented from receiving such salary by reason of the fact that such officer is also a director of the corporation.

Section 4.2. Removal. Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall not effect the contract rights, if any, of the officer or agent so removed.

Section 4.3. President. The president shall preside at all meetings of the directors at which he or she is present. The president shall perform such duties as the board of directors may prescribe and shall see that all orders and resolutions of the board are carried into effect. The president shall execute contracts except where permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

Section 4.4. Vice President. The vice president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the board of directors or the president may prescribe.

Section 4.5. Secretary . The secretary shall keep or cause to be kept a record of all meetings of the board of directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The secretary shall give, or cause to be given, notice of all meetings of special meetings of the board of directors, shall authenticate the records of the corporation, and shall perform such other duties as may be prescribed by the board of directors.

Section 4.6. Treasurer. The treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors and shall perform such other duties as the board of directors may prescribe. The treasurer shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all his or her transactions as treasurer and of the financial condition of the corporation. However, checks or demands for money and notes of the corporation may be signed by such other officer or officers as the board of directors may from time to time designate.

ARTICLE FIVE

PROHIBITED ACTIVITIES

Section 5.1 Prohibited Activities. The board and officers shall engage in no activities which are not substantially in furtherance of the purposes stated in the articles of incorporation. No part of the net earnings or other assets of this corporation shall inure to the benefit of or be distributable to its, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the articles of incorporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 the corporate charter or these By-Laws, the Board and officers shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) the Internal Revenue Code or

the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE SIX MISCELLANEOUS

Section 6.1. Amendment of Bylaws. The Bylaws may be amended by a majority vote of the board of directors present in person or by proxy at the annual meeting, at a special meeting called for that purpose, or by written consent.

Section 6.2. Fiscal year of the corporation. Unless the board of directors shall select another date through a duly adopted resolution, the fiscal year of the corporation shall begin on the first day of January of each year and end on the 31st day of December.

ARTICLE SEVEN CONFLICT OF INTEREST POLICY

Section 7.1 Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt Organization's (Kitty Cat Connection, inc.) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 7.2 Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or **c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 7.3 Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 7.4 Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 7.5 Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization,

either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 7.6 Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7.7 Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 7.8 Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the amended Bylaws of the corporation named named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: _____

Joy Thompson, Secretary

Original Bylaws adopted Dec. 10, 2006
Amended Bylaws adopted June 7, 2007
Amended Bylaws adopted November 7, 2007