

Sour Patch Kitties Rescue & Rehab  
Bylaws

Article I  
Name and Location

The name of the corporation is Sour Patch Kitties Rescue & Rehab (corporation). The corporation shall have its principal office in Imlay City, Michigan. The corporation may have additional offices in other locations as designated by the Board of Directors (Board or Directors).

Article II  
Purpose

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, 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.

Specifically, this corporation is organized for the purpose of humanely decreasing the overpopulation of unwanted cats and kittens in our community and providing shelter to safely house felines that are deemed unadoptable due to, but not limited to: age, illness, special needs, minimal human interaction, etc.

Sour Patch Kitties Rescue & Rehab's purpose shall be accomplished by activities including, but not limited to, the following:

- A. Trap, Neuter, Vaccinate, Release (TNR) of Feral cats
- B. Provide each cat and kitten in our care with proper shelter, food, love, age-appropriate vaccines, external and internal parasite prevention, and sterilization.
- C. Provide adoptable, healthy, friendly, sterilized cats/kittens to the community.
- D. Establish a cat sanctuary to provide temporary housing to cats and kittens awaiting adoption, and permanent housing for cats deemed unadoptable.
- E. Educate the community, through social media and fundraisers on the importance of spay and neuter in order to slow down the overpopulation of cats in our area.
- F. Improve the matching of cats/kittens with adopters to minimize cats returned.
- G. Provide tailored education to adopters and other cat owners, along with animal training and behavioral programs to minimize animal health and behavioral issues.
- H. Provide resources and assistance to owners who would otherwise need to surrender their animal.

The corporation shall seek and receive grants/donations for furtherance of its purposes.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its Directors, officers, members, or other private individuals, except that the corporation may pay reasonable compensation for services rendered.

The corporation is organized exclusively for charitable and educational purposes. The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax. The corporation shall not participate in any political campaigns

or attempt to influence legislation as restricted by Section 501(c)(3) of the Internal Revenue Code.

In the event that the purposes clauses of the Restated Articles of Incorporation, dated June 13, 2022, are hereafter amended, this section shall be deemed amended to correspond.

### Article III Members

The corporation shall have no voting members (Members). The Board of Directors may establish one or more classes of non-voting members in the corporation. The members of each class shall be entitled to such rights and privileges, and shall be subject to such obligations, as shall be established by the Board of Directors from time to time.

### Article IV Meetings

- A. Organizational Meetings of the Board — The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons, and for transacting such other business as may be deemed appropriate.
- B. Annual Meeting — A meeting in January shall be designated by the Chairman of the corporation as the annual meeting of the corporation. The annual meeting shall be for the purpose of reporting on the condition of the corporation, approval of the annual action agenda of the corporation, electing Directors and officers, and conducting such other business as may properly come before the Board of Directors.
- C. Regular Meetings — The Board of Directors shall have regular meetings every quarter, the schedule of which shall be established at the previous meeting, to accomplish the business of the corporation. No notice of such meetings shall be required. While face-to-face quarterly meetings are preferred, a phone conference or other synchronous virtual meeting will be allowed to accommodate the needs of the Directors.
- D. Special Meetings — Special meetings of the Board may be called by the Chairman, or Vice Chairman, or by at least one-third (1/3) of the Directors. Written notice of any special meeting shall be emailed to each Director at least five (5) days prior to the meeting. (A phone call will be made to any Directors who do not have email.) Asynchronous virtual meetings are acceptable and votes will be counted unless there are dissenting votes. In case of necessary discussion or dissenting votes, a face-to-face or synchronous meeting must be held.

### Article V Board of Directors

- I. Board Role, Size, and Compensation
  - A. The board is responsible for overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the staff and committees. The board shall consist of between 4 and 10 members. The board receives no compensation other than reasonable expenses.
- II. Terms
  - A. All board members shall serve 4-year terms, but are eligible for re-election.

- III. Meetings and Notice
  - A. The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member be notified of the meeting and at least 75% of the board members be present. Board meetings may be held over the phone if deemed necessary by the Chairman.
- IV. Board Election
  - A. During the last quarter of each fiscal year of the organization, the board of directors may elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws. The election or re-election of directors shall take place by a 75% board vote. Directors elected shall serve a term beginning on the first day of the next fiscal year.
- V. Resignation and Termination
  - A. Resignation from the board must be in writing. A board member may be removed by a 75% vote of the remaining directors if sufficient cause exists for removal.
- VI. Quorum
  - A. 75% percent of the members of the Board of Directors shall constitute a quorum.
- VII. Business Transactions
  - A. All major business transactions, such as, but not limited to obtaining debt or lease obligations, must be approved by a 75% board vote.
- VIII. Officers and Duties
  - A. There shall be 3 officers of the board, consisting of a Chairman, a Secretary, and a Treasurer. Their duties are as follows:
  - B. The Chairman shall:
    - 1. Convene regularly scheduled board meetings.
    - 2. Assure corporate records are maintained and properly kept or filed as required by law. Report the work of the organization.
    - 3. Help plan the development strategy.
    - 4. Have the authority to sign checks.
  - C. The Secretary shall:
    - 1. Be responsible for keeping records of board actions, including board minutes.
    - 2. Maintain custody and write all checks. The secretary may NOT sign checks. The secretary may assign custody and writing of checks to staff agreed upon by the board.
  - D. The Treasurer shall:
    - 1. Maintain access to and custody of the bank accounts.
    - 2. Have the authority to sign checks.
    - 3. Help develop fundraising plans.
    - 4. Assist in the preparation of the annual budget.

The initial officers of the organization shall be as follows:

Chairman: Kari Oettel

Secretary: Derek Riojas

Treasurer: Michelle Oettel

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

## II. Financial Considerations

- A. Budgets — The Board of Directors shall approve the annual budget of the corporation during the first quarter of each calendar year upon recommendation of the Executive Committee.
- B. Compensation — No Director shall receive at any time any of the net earnings or profit from the operations of the corporation. However, this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the corporation. Such compensation shall be fixed by the Board of Directors from time to time.
- C. Non-Liability of Directors — The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.
- D. Personnel Responsibilities — The Board of Directors may employ and discharge employees of the corporation and may prescribe their duties and compensation. The Board shall discharge its duties with respect to personnel organizational matters without regard to age, sex, race, color, creed, sexual orientation, or the national origin of any person.

## III. Committees

- A. Standing Committees — There shall be one standing committee of the corporation: the Executive Committee. All committees shall function within the guidelines and budgets established by the Board of Directors.
- B. Ad hoc Committees — The Chairman may establish ad hoc committees at any time. The Chairman shall appoint all members of the committees and shall appoint the chairpersons of all committees from the membership of the corporation, with the approval of the Board. All committee appointments shall terminate upon the election of a new Chairman, unless specifically determined by the Board otherwise at the annual meeting. All ad hoc committees are subject to the same rules and operating procedures as standing committees.

## Article VI Officers

The rights and responsibilities of the officers of the corporation (officers) are as follows:

### I. Positions

- A. Officers — The officers of the corporation shall consist of a Chairman, Secretary, Treasurer, and 2 other officers. Officers may or may not be Directors. One person may fill up to two officer positions at the same time.
  - a. Chairman — The Chairman shall be the Chief Executive Office of the corporation. The Chairman may be the same person as the President.
  - b. Secretary — The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the Directors, and shall have the authority to certify any records, or copies of records, as the official records of the

corporation. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

- c. Treasurer — The Treasurer shall be responsible for conducting the financial affairs of the corporation as directed and authorized by the Board of Directors and Executive Committee, and shall make reports of corporate finances as required, but no less often than at each regular meeting of the Board of Directors and Executive Committee. The Chairperson may also act as Treasurer.

## II. Election and Removal of Officers

- A. Election — Officers shall be elected by the Board of Directors at the Annual Meeting and shall serve until the next annual meeting or until their successors shall be elected and sworn in, whichever occurs later.
- B. Removal — Any officer may be removed from office at any time, with or without cause, by a unanimous vote of the remaining Directors.
- C. Vacancy — If any officer ceases to serve due to death, resignation, removal, or other cause, a replacement shall be elected by the Board of Directors. An officer so elected shall serve the remaining term of the position filled.

## III. Executive Committee

- A. Composition — The Executive Committee shall be composed of the officers of the corporation and the Chairman and Vice Chairman, as specified herein, and shall have the powers conferred on it by these Bylaws and by the Board.
- B. Procedures — The Chairman shall preside at all meetings of the Executive Committee. All actions of the Executive Committee shall be reported to the Board at its next meeting.
- C. Authority — The Executive Committee has authority over the day-day-day operations of the corporation, while the Board of Directors has authority over the strategy, philosophy, and long-term goals of the corporation.

## IV. Financial Considerations

- A. Compensation of Officers — The officers shall be paid such compensation for their services as shall be set by the Board of Directors.
- B. Check Signatures — The Treasurer and two other officers or Directors, as determined by the Board, shall be authorized to sign checks for the corporation. No check signer may sign a check to compensate himself/herself, even if the payment was approved by the Board.

## Article VII

### Philosophy Doctrine

The corporation shall operate based on the founding principles and philosophies contained in a written document known as the Philosophy Doctrine as set forth by the Founding Members. Any change to the Philosophy Doctrine requires the unanimous approval by all Directors and all Founding Members who are still alive and active within the corporation.

## Article VIII

### Policies and Procedures Document

The operating procedures of the corporation shall be contained in a written document which shall be reviewed annually by the Executive Committee in conjunction with the annual plan and the budget of the corporation. Any changes made in policy and procedures shall be reviewed and

approved by the Board prior to implementation. Board approval requires the unanimous approval by all Directors and all Founding Members who are still alive and active within the corporation.

#### Article IX Limitations on Liability

Except as provide in the Act, no officer or Director of the corporation shall be liable to the corporation for monetary damages for any action taken or any failure to take any action as an officer or Director, unless gross negligence or failure to comply with Board decisions resulting in monetary damages to the corporation can be proven.

#### Article X Conflict of Interest Policy

The corporation shall follow the written Conflict of Interest Policy to protect the corporation's interests when entering into transactions or business arrangements. The Conflict of Interest Policy may be amended by a majority two-thirds (2/3) vote of the Board of Directors.

#### Article XI Compensation-Setting Practices

In order prevent top officials from receiving excess compensation benefits, the following compensation-setting practices will be followed:

- a. The practices set forth in Article V (Compensation) of the Conflict of Interest Policy will guide compensation-setting practices.
- b. Compensation arrangements will be determined in advance of payment.
- c. The date and terms of compensation arrangements will be documented in writing.
- d. Individual voting records of compensation arrangements will be documented in writing.
- e. Compensation will be based on similarly situated organizations' compensation for similar services as determined through survey or written offers.
- f. The information and source of information used to determine compensation will be documented in writing.

#### Article XII Fiscal Year of the Corporation

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

#### Article XIII Parliamentary Authority

Robert's Rules of Order, as revised from time to time, shall be the parliamentary procedure used at all official synchronous meetings of the corporation and any of its designated bodies, except as otherwise set forth herein.

Article XIV  
Amendment

These Bylaws may be amended by a unanimous affirmative vote of the Board of Directors and all Founding Members who are still alive and active within the corporation. Amendments can be voted on at any regular meeting or special meeting called for that purpose. The text of the proposed change shall be distributed to all Directors and Founding Members at least ten (10) days before the meeting.

Adopted by the Board of Directors of Sour Patch Kitties Rescue & Rehab on the 15<sup>th</sup> day of June, 2022.

Kari Oettel

---

Kari Oettel, Chairman of the Board