



**BYLAWS
OF
CATS AND RESCUES**

Approved by the Board of Directors on the 18th day of December 2024.

MD. Shaibul Islam Khan

Mohammad S Khan, CEO (Director)

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Ricci Dilag, Treasurer (Director)

Zarin Shahid

Zarin Shahid, Secretary (Director)

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AKM Shahid U ZAMAN, Chairperson of Board, (Director)



ARTICLE I: Name and Office

Section 1.1 Name:

Cats and Rescues

Formed In: California

Entity No: 6500248

Entity Type: Nonprofit Corporation, CA - Public Benefit

Section 1.2 Office:

The principal office of the Corporation shall be located at 156 Ferrari Ave, San Jose, CA-95110. The Board of Directors may change the location of the principal office, or establish additional offices, within the State of California as deemed necessary and appropriate.

ARTICLE II: Purpose

The purpose of "Cats And Rescues" is to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Our mission is to improve the welfare of feral cats in the San Francisco Bay Area, California.

Our activities include:

- Providing essential food and shelter to sustain feral cats, particularly during harsh weather conditions.



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- Implementing a Trap-Neuter-Return (TNR) program to control the feral cat population humanely.
- Providing temporary shelter, nutrition, and medical care, including vaccinations, flea treatments, and other necessary veterinary services.
- Offering adoption services to rehabilitate cats into caring, permanent homes whenever feasible.
- Educating the community about humanely treating feral cats and the importance of spaying and neutering to control the cat population effectively.

This corporation is a Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for Public and Charitable purposes.

This corporation is organized and operated exclusively for the purposes set forth within the meaning of Internal Revenue Code section 501(c)(3).

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The property of this corporation is irrevocably dedicated to the purposes set forth herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational and/or religious purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).



Notwithstanding any of the above statements of purpose and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

ARTICLE III: Membership

The Corporation shall be a non-membership organization and shall be governed by a Board of Directors.

ARTICLE IV: Board of Directors

Each director must be a natural person of the age of eighteen years or older. No director shall have ever been convicted of animal cruelty.

Section 4.1: General Powers

The affairs of the corporation shall be managed by its Board of Directors.

Section 4.2: Number and Composition

The Board of Directors shall consist of no fewer than three (3) and no more than ten (10) directors. The Board has the authority to change the number of directors within these limits as needed.

Section 4.3: Election and Term

Each director shall serve a term of three years and may serve consecutive terms. Directors shall continue to serve until their successors are duly elected



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and qualified. The incumbent directors shall elect the Board of Directors every three years. Each director is entitled to one vote.

The number of directors may be increased or decreased within the established limits by a majority vote of the existing or remaining Board of Directors. Additionally, the board may increase the number of directors at any time through a special vote. Vacancies on the Board, including those resulting from an increase in the number of directors, shall be filled by a majority vote of the remaining directors.

Section 4.4: Removal and Resignation

A director may be removed, with or without cause, by a majority vote of the Board of Directors at a special meeting called for that purpose. A director may resign at any time by delivering written notice to the Board, the President, or the Secretary.

Section 4.5: Compensation

Directors shall not receive compensation for their services.

Section 4.6: Conflicts of Interest

Directors shall disclose any potential conflicts of interest related to matters under consideration by the Board. A director with a conflict of interest shall abstain from voting on any related matter. The Board shall adopt a Conflict of Interest Policy to ensure transparency and compliance with applicable laws.

ARTICLE V: Officers

Section 5.1: Officer Positions



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The Officers of the Corporation shall include a Chief Executive Officer (CEO), Chief Financial Officer (CFO), Secretary, and Chairperson of the Board. Each role must be filled by a separate individual, and no person may hold more than one officer position simultaneously. Directors are eligible to serve as officers, provided they meet the qualifications for the respective roles. All officer positions must always be filled to ensure effective governance and leadership.

Section 5.2: Appointment and Term

Officers shall be appointed by the Board of Directors based on a majority vote. The Board of Directors shall elect the Officers of the Corporation. Officers shall serve terms of three years and may be re-elected for consecutive terms, as there is no maximum term limit. Officer elections or nominations shall occur every three years. The Board of Directors may increase and add additional officer positions at any time through a special vote, based on the needs of the Corporation. In addition to the Officers' duties provided herein, the Board of Directors shall appoint an Officer to act as Registered Agent of the Corporation.

Section 5.3: Duties of Officers

- **Chief Executive Officer (CEO):** Responsible for overseeing the day-to-day operations of the organization, implementing policies set by the Board, managing staff, ensuring overall organizational compliance, building external relations, and acting as a spokesperson for the organization. The CEO oversees the preparation and filing of tax documents and other required filings with the IRS and state authorities, coordinating with the CFO, Board of Directors, accountants, or tax advisors as needed.
- **Chief Financial Officer (CFO):** Manages the financial aspects of the organization, ensures compliance with financial regulations, supports fundraising efforts, and develops financial strategies.



- **Secretary:** Maintains accurate records of Board meetings, manages documentation, coordinates meetings, and ensures compliance with statutory and regulatory requirements.
- **Chairperson of the Board:** Leads Board meetings, provides strategic guidance, and facilitates communication between the Board and management.

Section 5.4: Removal and Resignation

Officers may be removed by a majority vote of the Board of Directors at a special meeting called for that purpose. An Officer may resign at any time by delivering written notice to the Board or the Secretary.

ARTICLE VI: Volunteers

Section 6.1: Volunteer Approval

All volunteers must be approved by a majority vote of the Board of Directors. Volunteers shall not have any convictions for animal cruelty.

Section 6.2: Volunteer Agreement

Each volunteer shall sign a Volunteer Agreement that is appropriate to the capacity in which they will serve. This agreement outlines the expectations, roles, and responsibilities of the volunteer position.

Section 6.3: Roles and Responsibilities

The Chief Executive Officer (CEO) will define the roles and duties of volunteers as needed. These roles shall align with the mission and objectives of the Corporation and be documented in the Volunteer Agreement.



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Section 6.4: Authority and Removal

Directors may authorize approved volunteers to act as agents of the Corporation as provided by the Policies and Procedures. Volunteers may be removed by a majority vote of the Board of Directors if deemed necessary.

ARTICLE VII: Powers and Limitations

Section 7.1: General Powers

The Corporation shall have the power to engage in any lawful acts and activities that are necessary, useful, desirable, or proper for the furtherance of its purposes as outlined in the Articles of Incorporation and these Bylaws. This includes collaborating with other organizations to achieve shared goals.

Section 7.2: Use of Assets

All assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental to such purposes. No part of the net earnings shall inure to the benefit of, or be distributable to, any private individual, Director, or volunteer.

Section 7.3: Prohibition on Stock and Dividends

The Corporation shall have no capital stock, pay no dividends, and distribute no part of its net income or assets to any Directors or volunteers. The private property of the Directors and volunteers shall not be liable for the debts of the Corporation.

Section 7.4: Legislative and Political Activities

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation. The Corporation shall not



participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office.

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Section 7.5: Compliance with Tax-Exempt Status

Notwithstanding any other provision of these Bylaws, the Corporation shall not engage in any activities not permitted for an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or for an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 7.6: Reimbursement for Volunteer Expenses

Volunteers shall not receive compensation for services rendered. However, they may be reimbursed for reasonable out-of-pocket expenses incurred while performing their duties for the Corporation, in accordance with the Corporation's policies.

ARTICLE VIII: Fiscal Year

The fiscal year of the Corporation shall begin on the first day of May and end on the thirtieth day of April.

ARTICLE IX: Definitions

Formal discussions - Any manner of communication about the routine business of rescue, including but not limited to conference calls or email, wherein a quorum of the Board of Directors has participated.



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Quorum - Unless otherwise specified in these Bylaws, a quorum shall consist of any number greater than one-half of the Directors in office.

Majority - Unless otherwise specified in these Bylaws, a majority shall consist of any number greater than one-half of all Directors of the Board.

Notice - Unless otherwise specified, notices may be sent in any written form, including but not limited to email, fax, phone call, or text message.

Written request - Unless otherwise specified, written requests may be sent in any written form, including but not limited to email, fax, or text message.

Special Vote: A vote requiring a specific proportion or condition to be met, as outlined in a particular section of the bylaws.

ARTICLE X: Meetings and Voting

Section 10.1: Quorum and Voting

Unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws, a majority of the number of Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of the Directors present at the meeting, if a quorum is present, shall be the act of the Board.

Section 10.2: Meeting Location and Notice

Meetings may be conducted in person, online, or a combination of both. The exact time and place will be designated in the meeting notice. Meeting notices shall be sent by the Secretary or the CEO and may be communicated via phone or email to current officers.

Section 10.3: Annual and Triennial Meetings



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- **Annual Meeting:** An annual meeting of the Board of Directors shall be held each year within forty-five days of the start of the Corporation’s fiscal year. The meeting shall be for the transaction of any business as may properly come before the meeting. Notice of the annual meeting shall be sent not less than seven days before the meeting.

- **Triennial Meeting:** Every three years, a meeting of all directors shall be held for the election of directors and officers.

Section 10.4: Special Meetings

Special meetings may be called at the request of the CEO, or by written request to the Secretary by a majority of the Board of Directors. Notice of a special meeting shall be sent not less than three days prior to the meeting and shall include the heading “Special Meeting” and the purpose for which it is being called.

Section 10.5: Regular Meetings

Regular meetings may be called as deemed suitable by the Board of Directors. Notice for a regular meeting shall be sent not less than seven days prior to the meeting.

Section 10.6: Order of Business

All meetings and procedures shall be conducted in the following order of business:

1. Minutes of the Previous Meeting
2. Reports of the Officers
 - President’s Report
 - Secretary’s Report
 - Treasurer’s Report
 - Other Officer(s)’s Report(s)
3. Volunteer Approval Agenda



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- Approval/Removal of Volunteers by a Majority Vote
- 4. Elections (every three years)
- 5. Unfinished Business
- 6. New Business

Section 10.7: Volunteer Approval

Volunteers may be added or removed as needed with a majority vote of the Board of Directors. This vote can occur during any regular or special meeting.

Section 10.8: Formal Discussions

Formal discussions, as defined in these Bylaws, may be used from time to time as a substitute for regular meetings to facilitate the handling of routine business matters which are not under the sole authority of a single Officer, as provided by the Policies and Procedures.

ARTICLE XI: Amendments

The Bylaws may be amended by a majority vote of the Board of Directors.

Amendments to the Articles of Incorporation shall be proposed by the Officers of the Corporation and approved by the Board of Directors by a majority vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

ARTICLE XII: Dissolution

The Corporation may be dissolved at any time by the written consent of not less than 2/3 of the Board of Directors. In the event of the dissolution of the



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Corporation, other than for purposes of reorganization, whether voluntary or involuntary, or by operation of law, none of the assets nor property of the Corporation, nor any proceeds thereof, shall be distributed to any members of the Corporation.

Upon the dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including the costs and expenses of such dissolution, 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. Any such assets not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII: Indemnification

Section 13.1: Indemnification of Directors and Officers

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by California law against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising because such person is or was an agent of the Corporation. For purposes of this section, an "agent" includes any person who is or was a director, officer, employee, volunteer, or other agent of the Corporation.

Section 13.2: Advancement of Expenses

Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall



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be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 13.3: Insurance

The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article.

Section 13.4: Non-Exclusivity of Rights

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, to the extent that such additional rights are authorized in the Articles of Incorporation.

ARTICLE XIV: Conflict of Interest Policy

Section 14.1: Purpose

The purpose of this Conflict of Interest Policy is to protect the interests of Cats and Rescues (the "Corporation") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or key employee or might result in an excess benefit transaction as defined under Section 501(c)(3) of the Internal Revenue Code.

Section 14.2: Definitions



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- **Interested Person:** Any director, principal officer, or member of a committee with governing board-delegated powers, who has a direct or indirect financial interest.
- **Financial Interest:** A person has a financial interest if they have, directly or indirectly, through business, investment, or family:
 - An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement.
 - A compensation arrangement with the Corporation or any entity or individual with which the Corporation has a transaction or arrangement.
 - A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Section 14.3: Procedures

- **Duty to Disclose:** Interested persons must disclose the existence of a financial interest and all material facts to the governing board or committee considering the proposed transaction or arrangement.
- **Determination of Conflict:** After disclosure and discussion, the interested person shall leave the 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.
- **Addressing the Conflict:** If a conflict exists, the board or committee shall determine whether the transaction is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable, in accordance with procedures that ensure compliance with Section 501(c)(3) regulations.

Section 14.4: Violations



If the 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 and provide an opportunity to explain. If a failure to disclose is determined, disciplinary and corrective action shall be taken.

Section 14.5: Records of Proceedings

The minutes shall include:

- The names of the persons who disclosed or were found to have a conflict, the nature of the conflict, any action taken, and the governing board or committee's decision regarding the conflict.
- The names of those present for discussions and votes, the content of the discussion, including any alternatives considered, and a record of any votes taken.

Section 14.6: Conflict of Interest and Voting Restrictions

Board members must disclose any potential conflicts of interest, including any financial interests that may arise, and shall abstain from voting on matters where a conflict exists.

Section 14.7: Annual Statements

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

- Has received a copy of the conflicts of interest policy.
- Has read and understands the policy.
- Has agreed to comply with the policy.
- Understand the Corporation is charitable and must engage primarily in activities that accomplish one or more of its tax-exempt purposes to maintain its federal tax exemption.



Section 14.8: Periodic Reviews

Periodic reviews shall be conducted to ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status.

Section 14.9: Use of Outside Experts

When conducting the periodic reviews, the Corporation may use outside experts. Use of such experts shall not relieve the board of its responsibility to ensure these reviews are conducted.



Cats And Rescues

156 Ferrari Ave, San Jose, CA-95110

Email: contact@catsandrescues.com

<https://www.catsandrescues.com>

CERTIFICATE OF ADOPTION OF BYLAWS

I certify that the **Cats and Rescues** board approved the above-stated Bylaws of Cats And Rescues of directors on December 18, 2024, and constitute a complete copy of the Bylaws of the Organization.

Adopted: December 18, 2024

Md. Shaukat Sultan Khan

Mohammad Khan, CEO