

# **BYLAWS OF THE INTERNATIONAL BENGAL CAT SOCIETY, INCORPORATED**

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## **ARTICLE I — NAME AND OBJECTIVES**

### **SECTION 1. Name**

The name of the Organization shall be **The International Bengal Cat Society, Incorporated**, hereafter called "**TIBCS**."

### **SECTION 2. Objectives**

Its objectives shall be:

- a. Develop and promote high breeding standards through a Code of Ethics,
- b. Distribute and share information on the Bengal Cat,
- c. Serve as a forum for Bengal Cat owners and encourage cooperation and communication within TIBCS,
- d. Promote cooperation with other clubs and associations, and
- e. Insure the future of the Bengal Cat.

### **SECTION 3. Not For Profit**

This corporation is formed and shall be operated exclusively for pleasure, recreation, and other nonprofit purposes. No part of any net earnings shall inure to the benefit of any member, trustee, or Officer of the corporation except as provided by law.

### **SECTION 4. Bylaws**

The members of the Society shall adopt and may revise such Bylaws as may be required to carry out these objectives.

## **ARTICLE II — MEMBERSHIP**

### **SECTION 1. Eligibility**

There shall be four types of membership. There shall be one type of membership per household. Voting members shall be 18 years of age or older.

#### **(A) Breeder Membership**

Open to all persons who uphold the purposes of TIBCS and who are breeders of Bengal Cats. Breeder members shall be allowed to vote and hold any office or Executive Board position. Breeder memberships receive advertising benefits through TIBCS. Breeder members receive one copy of the TIBCS newsletter per publication.

#### **(B) General Membership**

Open to all persons who uphold the purposes of TIBCS. General members shall be allowed to vote and hold any office or Executive Board position. General members receive one copy of the TIBCS newsletter per publication.

#### **(C) Family Membership**

Open to all persons who uphold the purposes of TIBCS and who reside within the same household. Family members shall be allowed to hold any office or Executive Board position. Family memberships shall be entitled to two votes. A family membership may include a breeder member and is subject to the same breeder membership advertising benefits. The household receives one copy of the TIBCS newsletter per publication.

#### **(D) Junior Membership**

Open to all persons less than eighteen years of age who otherwise meet the requirements for general membership. Junior members shall pay dues but shall not vote or hold office. Junior members receive one copy of the TIBCS newsletter per publication.

### **SECTION 2. Dues**

Membership dues shall be set and adjusted as necessary by the Executive Board. Membership dues shall be payable on or before the first day of the month (Jan, Apr, July, Oct) of the anniversary quarter of membership, yearly.

### **SECTION 3. Procedure**

#### **(A) New**

Each applicant shall apply on a form approved by the Executive Board. The form shall include a statement that the applicant agrees to abide by these Bylaws & The Articles of Incorporation. Breeder and Breeder Family membership must provide a signed copy of the TIBCS Code of Ethics (COE) or electronic COE (eCOE) with their application for membership. The application for membership, signed COE or eCOE, and member's dues for the current year shall be

submitted to the Membership Secretary, who shall process them in accordance with these Bylaws. The COE or eCOE shall be retained on file and remain in effect from membership year to membership year.

### **(B) Renewal**

Upon renewal, the existing COE or eCOE shall remain in force from membership year to membership year. If membership is not renewed by the due date specified in Article II, Section 2 of these bylaws, a new signed COE or eCOE must accompany the application for renewal and payment sent to the Membership Secretary.

### **SECTION 4. Rights and Duties of Members**

Members have the right to propose and petition The Executive Board and Committee Chairpersons.

Members may propose, by petition, an action to be voted on by the Executive Board. The petition must be submitted in the form of a motion.

All members, except Junior Members, shall have the right to vote. Members receive the published issues of the TIBCS newsletter.

Members may contribute material for publication in the TIBCS newsletter.

Members shall uphold the Code of Ethics, the Articles of Incorporation, and the Bylaws of the Society.

### **SECTION 5. Termination of Membership**

Membership may be terminated:

By lapsing. A membership will be considered lapsed and automatically terminated if dues remain unpaid 30 days past the first day of the first month of the anniversary quarter.

By expulsion. A membership may be terminated by expulsion as provided in ARTICLE VIII, Section 1 of these Bylaws.

## **ARTICLE III — MEETINGS**

### **SECTION I. Annual Meeting**

The Executive Board may schedule Annual Meetings. The Recording/Correspondence Secretary shall notify all members not less than two months prior to the meeting.

The quorum for the Annual Meeting shall be one-tenth of the voting members of the Society.

## **SECTION 2. Special Meetings**

A Special Meeting may be called by the President, or on receipt of a petition signed by one-fifth of the membership of the Society. Such meetings shall be scheduled by the Executive Board within 90 days of the receipt of the petition. The Recording/Correspondence Secretary shall notify the membership of the meeting at least fourteen days prior to the meeting. The notice shall state the purpose, place, date, and hour of the meeting, and no other Society business may be transacted at that meeting. The quorum for such a meeting shall be one-fifth of the voting members.

## **SECTION 3. Executive Board Meetings**

Regular Executive Board meetings shall be held at the request of the President or upon the request of any two members of the Executive Board. Meetings may be by telephone, email, or any other method agreed upon by the full Executive Board. All meetings shall be open to the membership unless the matter under discussion concerns ethics complaints, personnel matters or contract negotiations, or is of such a nature that is may be embarrassing, derogatory or humiliating to a member, in which case the Executive Board may go into closed session.

# **ARTICLE IV — EXECUTIVE BOARD AND OFFICERS**

## **SECTION 1. Executive Board**

The Executive Board shall function as the governing body of TIBCS. As such, the Executive Board shall prescribe policy for the general management of TIBCS. A quorum shall be a majority of the number of Executive Board members fixed by these Bylaws. Executive Board members are encouraged to speak freely and openly in Executive Committee, but as a member of the committee they shall support the findings, rules, and decisions of the Executive Board as a whole even if the decision of the Executive Board differs from their own view.

The Executive Board holds the final authority in dispute findings.

The Executive Board has the power to reject any membership application or to suspend or expel any member if that person has acted in a manner contrary to the best interests of the Society or the breed or has violated the Articles of Incorporation, Bylaws, or Code of Ethics of TIBCS.

The Officers shall be the Executive Board.

## **SECTION 2. Officers**

The Society's Officers shall consist of a President, Senior Vice President, Second Vice President, a Recording/Correspondence Secretary, a Membership Secretary, a Reporting Treasurer, and an Accounts Treasurer, with no person holding more than one elected office at one time.

Officers must remain voting members during their terms of office.

Officers must sign a Confidentiality Agreement.

The President must have been a member of TIBCS for at least the three previous years and during that time must have served the organization as a committee member or Executive Board member for at least one year.

Candidates must pay dues for the two-year term of office they are seeking by the first day of November.

#### **(A) President**

The President shall serve for two years and may not serve more than two consecutive terms.

The President shall be the Chief Executive Officer. The President shall perform duties consistent with the office, including those particularly specified in these Bylaws; preside at all meetings; and, as Head of the Executive Board, be responsible for coordinating its activities.

The President may establish committees and select Chairpersons from the membership. The President will be an ex-officio member of all committees.

The President shall report regularly to the Executive Board of the business conducted through the office of President.

The President shall report at least quarterly to the membership of the business conducted through the office of President.

#### **(B) Vice President**

There shall be two Vice Presidents, described as the Senior Vice President and the Second Vice President. The length of term for either Vice President is two years. The Senior Vice President, in conjunction with the Second Vice President, shall report quarterly to the membership of the business conducted through the office of Vice President.

##### **(1) Senior Vice President**

In the event of the absence or incapacity of the President, the Senior Vice President shall have the duties and exercise the power of the President.

In the event that the office of President is vacated, the Senior Vice President will assume the office of President and appoint a new Senior Vice President for the unexpired term.

The Senior Vice President shall be the Chairperson of the Ethics Committee.

The Senior Vice President shall carry out other duties as prescribed in these Bylaws.

The Senior Vice President shall report regularly to the Executive Board of the business conducted through the office of Senior Vice President.

## **(2) Second Vice President**

The Second Vice President shall perform all the duties of the office of Senior Vice President in the event of the absence, incapacity, or vacation of the office of Senior Vice President. In the event that the office of Senior Vice President is vacated, the President will appoint a new Senior Vice President

The Second Vice President shall assume the office of President and shall have the duties and exercise the power of the President in the event of the absence or incapacity of the President and Senior Vice President or if the offices of President and Senior Vice President become vacant.

The Second Vice President shall be the Coordinator of Volunteers.

The Second Vice President shall carry out other duties as prescribed in these Bylaws.

The Second Vice President shall report regularly to the Executive Board of the business conducted through the office of Second Vice President.

## **(C) Recording/Correspondence Secretary**

The Recording/Correspondence Secretary shall serve for two years and shall not serve more two consecutive terms.

The Recording/Correspondence Secretary shall be both the recording and corresponding officer, formally representing the Society.

The Recording/Correspondence Secretary shall have charge of the general correspondence of the Society and carry out such other duties normally ascribed to the position.

The Recording/Correspondence Secretary shall assist the President in organizing annual and special meetings.

The Recording/Correspondence Secretary shall have charge of notifying members of annual and special meetings.

The Recording/Correspondence Secretary shall make and preserve the records of all meetings of the Society and of the Executive Board, of all votes, and of all matters of which a record shall be ordered by the Society. The Recording/Correspondence Secretary shall assist in the preparation of such records as are necessary for conduct of the Society's business.

The Recording/Correspondence Secretary shall have charge of notifying members of the results of all elections and of meetings. The Recording/Correspondence Secretary shall have charge of notifying successful candidates of their election to office. The Recording/Correspondence Secretary shall carry out other such duties as prescribed in these Bylaws.

The Recording/Correspondence Secretary shall report regularly to the Executive Board of the business conducted through the office of Recording/Correspondence Secretary.

The Recording/Correspondence Secretary shall report quarterly to the membership of the business conducted through the office of Recording/Correspondence Secretary.

#### **(D) Membership Secretary**

The Membership Secretary shall serve for two years and shall not serve more than two consecutive terms.

The Membership Secretary shall receive renewal/new membership applications, signed Codes of Ethics, and dues. The applications and signed Codes of Ethics shall be retained on file from membership year to membership year. Dues shall be deposited promptly, and a record of the deposit shall be sent to the Accounts Treasurer.

The Membership Secretary shall keep a true and correct roll of the membership and update the Society's membership records.

The Membership Secretary shall prepare and send new member information, renewal notices, and carry out other such duties as prescribed in these Bylaws.

The Membership Secretary shall report regularly to the Executive Board of the business conducted through the office of Membership Secretary.

The Membership Secretary, in conjunction with the Recording/Correspondence Secretary, shall report quarterly to the membership of the business conducted through the office of Membership Secretary.

#### **(E) Reporting Treasurer**

The Reporting Treasurer shall serve for two years and shall not serve more than two consecutive terms.

The Reporting Treasurer, in conjunction with the Accounts Treasurer, shall oversee the funds of the Society.

The Reporting Treasurer shall complete and submit all financial forms required according to the Articles of Incorporation and these Bylaws. During the first quarter of the fiscal year, the Reporting Treasurer shall present a proposed budget for the Society's current year's financial operation.

The Reporting Treasurer shall work closely with the Accounts Treasurer to ensure that income is received and deposited in a timely manner.

The Reporting Treasurer shall work closely with the Accounts Treasurer to ensure that TIBCS expenditures are in accordance with the procedures set by the Executive Board and the budget, and that bills are paid in a timely manner.

The Reporting Treasurer shall work closely with the Accounts Treasurer to prepare a Treasurer's Report, which shall be presented monthly to the Executive Board and quarterly to the membership of the business conducted through the office of Reporting Treasurer.

The Reporting Treasurer shall carry out other such duties as prescribed in these Bylaws.

### **(F) Accounts Treasurer**

The Accounts Treasurer shall serve for two years and shall not serve more than two consecutive terms.

The Accounts Treasurer shall receive a record of all monies due or belonging to TIBCS. The Accounts Treasurer shall deposit monies received in the name of TIBCS in a bank or banks satisfactory to the Executive Board and shall disperse funds under the jurisdiction of the Executive Board. The Accounts Treasurer shall keep accurate books and records of the Society and shall require receipts for all payments and reimbursements. The Accounts Treasurer shall not have the power to issue checks to him/herself without a countersignature. Checks made out to cash are forbidden. All checks over an amount set by the Executive Board shall require two signatures.

The Accounts Treasurer's books shall at all times be open to the inspection of the Executive Board, and at every Board meeting the Accounts Treasurer shall report the condition of the Society's finances and every item of receipt or payment not before reported. The Accounts Treasurer shall provide a copy of the monthly bank statement to the President for review.

The Accounts Treasurer shall carry out other such duties as prescribed in these Bylaws.

The Accounts Treasurer shall report regularly to the Executive Board of the business conducted through the office of Accounts Treasurer.

The Accounts Treasurer, in conjunction with the Reporting Treasurer, shall prepare a Treasurer's Report, which shall be presented monthly to the Executive Board and quarterly to the membership of the business conducted through the office of Accounts Treasurer.

A committee designated by the Executive Board may audit the Society's books at least once each year. On election of a new Accounts Treasurer, the books provided by the retiring Accounts Treasurer shall be audited by an outside professional auditor or accounting firm selected by the President. The process shall include a minimum of three bids, and final selection shall be approved by the Executive Board. The costs of a routine audit shall be paid for by TIBCS.

The Accounts Treasurer shall be bonded in such amount as the Executive Board shall determine.

### **SECTION 3. Assistants**

One or more persons may be appointed by an Officer to assist in the performance of their duties. The appointment shall be approved by a simple majority vote of the Executive Board.

#### **SECTION 4. Removal of Officers**

The Executive Board, by majority vote, may suspend from office any Officer who does not perform their duties, including but not limited to:

- Executive Board Meeting Attendance. Any elected Officer who misses two or more regularly called meetings within one twelve-month period. One absence may be excused because of illness or extenuating circumstances.
- Work Performance. Not completing assigned duties in accordance with the office.
- Confidentiality Agreement. Not maintaining a signed Confidentiality Agreement.
- ByLaws. Refusal to follow these ByLaws.

The Executive Board shall notify the membership of such action and the membership shall have 45 days to question said action. The membership may petition the Executive Board on behalf of the suspended Officer as outlined in ARTICLE II, Section 4. If no such petition on behalf of the suspended Officer is brought forward by the membership, the suspension shall become a permanent removal from office. If a petition is brought forward, the Executive Board shall have 45 days from receipt of the petition to bring the decision to a membership vote.

The membership may petition the Executive Board to remove an Officer from office as outlined in ARTICLE II, Section 4.

The Nominating Committee may recommend to the Executive Board the removal of an Officer as outlined in ARTICLE VI, Section 2 of these Bylaws.

Officers are also subject to disciplinary action as outlined in ARTICLE VIII, Section 1 of these Bylaws.

#### **SECTION 5. Vacancies**

Any vacancies occurring on the Executive Board during the year shall be filled until the next annual election as set forth by accession as described in Section 2 of this ARTICLE, or failing that, by appointment by the President or by Special Election called by the President.

### **ARTICLE V — SOCIETY YEAR, VOTING, NOMINATIONS, ELECTIONS**

#### **SECTION 1. Society Year**

The Society's year shall begin on the first day of January and end on the thirty-first day of December.

Elected Officers shall take office the first day of January.

Newly elected Officers shall have access on the day post election to all properties and documents pertinent to their office. Each retiring Officer shall begin transfer of all documents and property upon completion of the election. All properties and documents shall be in possession of the new Officers by the first day of January. The only exception will be funds and documents held necessary for completion of year-end business, to be determined by the Executive Board.

## **SECTION 2. Voting**

Voting members may vote in the annual election of the Executive Board, and on the adoption of amendments to the Bylaws or Code of Ethics. There shall be no voting by proxy.

The Executive Board may submit other specific questions for a vote of the members.

Votes shall be carried by simple majority of votes cast, unless otherwise specified within these Bylaws, and the results shall be announced and published by the Recording/Correspondence Secretary in the TIBCS newsletter. Voting must be completed not less than fifteen days after the official date of issuance of ballots.

## **SECTION 3. Annual Elections**

The President, Second Vice President, Recording/Correspondence Secretary, and the Reporting Treasurer are elected in even-numbered years and begin their terms in odd-numbered years. The Senior Vice President, Membership Secretary, and Accounts Treasurer are elected in odd-numbered years and begin their terms in even-numbered years.

If, at the time of the first Executive Board meeting, a nominee is unable to serve for any reason, such nominee shall notify the Recording/Correspondence Secretary in writing and the vacancy so created shall be filled by the new Executive Board in the manner provided by ARTICLE IV, Section 5.

## **SECTION 4. Nominations**

A voting member may be nominated for a position on the TIBCS Executive Board by the Nominating Committee or may be nominated by self-declaration in a letter sent to the Chairperson of the Nominating Committee no later than the twentieth day of October .

Candidates must meet all requirements for the office they seek (ARTICLE IV, Section 2).

### **Nominating Committee**

The Nominating Committee shall nominate at least two candidates for each office. If only one candidate can be found for that office, that candidate may run alone.

The Nominating Committee shall send its nominations to the Executive Board no later than the twentieth day of October. Ballots shall be issued to the voting members no later than the fifteenth day of November.

## **SECTION 5. Write-in Candidates**

Write-in candidates, to be counted, must be voting members of TIBCS.

## **SECTION 6. The Ballot**

The Recording/Correspondence Secretary shall provide every voting member a ballot listing all the nominees for the same position in alphabetical order and stating the geographical location of the nominee's residence.

Votes shall be cast by secret ballot.

## **ARTICLE VI — COMMITTEES**

### **SECTION 1. Committees and Chairpersons**

Committee members are proposed by the Second Vice President and approved by vote of the Executive Board. The Chairperson of a committee is selected by the Second Vice President with input by the committee members and then appointed by a vote of the Executive Board. Committee Chairpersons may propose additional members to help coordinate and fulfill duties, and shall report to the Executive Board of business conducted by the committee. The Committee Chairperson shall report quarterly to the membership of the business conducted by the committee. Such committees shall be subject to the final authority of the Board.

### **SECTION 2. Nominating Committee**

A Nominating Committee shall be appointed on or before the first day of June of the election year. The Nominating Committee shall be comprised of at least four voting members, to represent the diverse geographic locations within the membership. Half of the members shall be International. The Nominating Committee shall fulfill the duties pertaining to elections as prescribed in ARTICLE 5, Section 4 of these ByLaws.

The Nominating Committee may recommend to the Executive Board the removal of an Officer. The recommendation for removal of an Officer may be based on the Officer's inappropriate acts or inattention to duty.

### **SECTION 3. Termination**

Any committee or Committee Chairperson appointment may be terminated by a majority vote of the Executive Board.

## **ARTICLE VII — DISCIPLINE**

### **SECTION 1. Authority**

The Executive Board shall have final authority over any Hearing Body of the Society. As such, it has the power to reject any membership application or to suspend or expel any member who has violated the Articles of Incorporation, Bylaws, or Code of Ethics of the Society.

### **SECTION 2. Complaint Review Procedures**

A separate dispute process document shall be prepared as a supplement to these Bylaws and shall address the following:

- Types of disputes,
- How to file a dispute, and
- Official Complaint Form.

## **ARTICLE VIII — AMENDMENTS**

These Bylaws and the Code of Ethics may be amended subject to the procedures outlined herein. The ByLaws and the Code of Ethics cannot be set aside (either temporarily or permanently) by a vote of the Executive Board.

### **SECTION 1. Procedure**

The amendment may be proposed by the Executive Board or by written petition addressed to the Recording/Correspondence Secretary and signed by one-fifth of the voting members. Executive Board consideration of any such amendment(s), whether initiated by Executive Board action or members' petition, must be brought to the attention of the members through the Internet or in the TIBCS newsletter.

### **SECTION 2. Voting**

A copy of proposed amendment(s) to the Bylaws or the Code of Ethics shall be provided to each voting member. Voting must be completed not less than fifteen days after the official date of issuance of ballots. A two-thirds majority of votes cast must be in favor in order to enact the amendment.

### **SECTION 3. Enactment**

Immediately upon vote certification by the Executive Board, the passed amendment(s) shall be adopted.

The results of the vote shall be published in the following TIBCS newsletter.

## **ARTICLE IX — INDEMNIFICATION OF OFFICERS, AGENTS, AND MEMBERS**

### **SECTION 1. Indemnity**

The International Bengal Cat Society, Incorporated, shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceedings, whether civil, criminal administrative, or investigative other than an action by or in the right of the Corporation, by reason of the fact that party is or was an Officer, Agent, or Member of the Society, or is or was serving at the request of the Society as an Officer, Agent, or Member of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by said party in connection with such action, suit, or proceeding, if party acted in good faith and in a manner party reasonably believed to be in the best interests of TIBCS and, with respect to any criminal action or proceeding, had no reasonable cause to believe conduct was unlawful. The termination of any action, suit, or proceeding by judgment,

order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which party reasonably believed to be in the best interests of the Society.

## **SECTION 2. Suits By Or In The Right Of The Society**

The International Bengal Cat Society, Incorporated, shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding by or in the right of the Society to procure a judgment in its favor, by reason of the fact that said person is or was an Officer, Agent, or Member of the Society, or is or was serving at the request of the Society as an Officer, Agent, or Member of another Corporation, partnership, joint venture, trusts, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with the defense or settlement of such action, suit, or proceeding, if said person acted in good faith and in a manner reasonably believed to be in the best interest of TIBCS. However, no indemnification shall be made in respect of any claim, issue, or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his duty to TIBCS unless, and only to the extent that, the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

## **SECTION 3. Indemnity After Successful Defense**

To the extent that an Officer, Agent, or Member of the Society has been successful on the merits in defense of any action, suit, or proceeding referred to in this ARTICLE of these Bylaws or in defense of any claim, issue, or matter therein, said person shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by said party in connection therewith.

## **SECTION 4. Determination**

Any indemnification (unless ordered by a Court) shall be made by the Society only as authorized in the specific case upon a determination that indemnification of the Officer, Agent, or Member is proper under circumstances because said person has met the applicable standard of conduct set forth. Such determination shall be made by the Executive Board by a majority vote of a quorum of Officers who were not parties to such action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Officers so directs, by independent legal counsel in a written opinion, or by the membership. The Society by a majority vote of the Officers who were not parties to such action shall have the right to reject any such claim.

## **SECTION 5. Preliminary Expenses**

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Society in advance of the final disposition of such action, suit, or proceeding as authorized in this ARTICLE. TIBCS shall have the right to approve or reject proposed attorney.

## **SECTION 6. Not Exclusive**

The indemnification provided by this ARTICLE shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation, these Bylaws, and agreement, vote of membership or disinterested Officers, or otherwise. Any rights, obligations, or procedure provided for any of the foregoing, both as to action in official capacity and as to action in another capacity while holding such office, shall continue as to person who has ceased to be an Officer, Agent, or Member, and shall inure to the benefit of heirs, executors, and administrators of such a person.

## **SECTION 7. Insurance**

TIBCS may purchase and maintain insurance on behalf of any person who is or was an Officer, Agent or Member of the Society or any other Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such party or incurred in any such capacity or arising out of status as such, whether or not the Society would have power to indemnify against such liability under the provision of this ARTICLE.

## **SECTION 8. Indemnity Not To Apply To Society Discipline**

Notwithstanding any other provisions of this ARTICLE, TIBCS is not obligated to indemnify any Person, Member, Officer, Agent, or Affiliated Local Club, against expenses, fines, damages, or sanctions imposed pursuant to ARTICLE VIII of these Bylaws.

## **ARTICLE X — DISSOLUTION**

TIBCS may be dissolved at any time by the written consent of not less than two-thirds of the voting members. In the event of the dissolution of TIBCS, whether voluntary or involuntary or by operation of law, none of the property of TIBCS or any proceeds thereof nor any assets of TIBCS shall be distributed to any members of TIBCS. After payment of the debts of the Society, its property and assets shall be given to a charitable organization for the benefit of cats, selected by the Executive Board.

## **ARTICLE XI — ORDER OF BUSINESS**

### **SECTION 1. Meetings**

At meetings of the Society and the Executive Board, the order of business so far as the character and nature of the meeting may permit shall be in accordance with Robert's Rules of Order.

### **STANDING RULES**

All meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order except in cases where there is a conflict with the Society Bylaws, in which case the Bylaws shall take precedence.

In the event that any performance is required by the Bylaws to occur on a weekend or legal holiday, such performance shall be deemed in compliance if it occurs on or before the next date that is not a weekend or legal holiday.