

Therapaws of Michigan, Inc.

Bylaws

(Amended May 30, 2017)

ARTICLE I: NAME, OFFICES, AND PURPOSES

1.1 **NAME.** The name of the corporation is Therapaws of Michigan, Inc.

1.2 **PLACES OF BUSINESS.** The corporation shall have its principal place of business in Washtenaw County, Michigan, and may have such other places of business as the Board of Directors may from time to time determine.

1.3 **PURPOSES.** The purposes for which the corporation is organized are as follows:

1.3.1 To receive and administer funds and to operate exclusively for charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code (the "Code"), and in particular to promote interaction between people and animals in a therapeutic setting in order to improve the quality of life for all.

1.3.2 To acquire, own, dispose of and deal with real and personal property and to apply gifts, grants, and bequests and their proceeds to further such purposes.

1.3.3 To do all such things and to perform all such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

1.4 **NONPROFIT OPERATION.** The corporation shall be operated exclusively for charitable, scientific, literary or educational purposes within the meaning of section 501 (c)(3) of the Code as a nonprofit corporation. No director of the corporation shall have any title to or interest in the corporate property or earnings in the director's individual or private capacity, and no part of the net earnings of the corporation shall inure to the benefit of any trustee, director, officer or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE II: BOARD OF DIRECTORS

2.1 **BOARD OF DIRECTORS.** The business and affairs of the corporation shall be managed by a Board of Directors, which is the governing body of the corporation. The corporation is organized on a nonstock, directorship basis and, except as otherwise provided by law, all matters which are subject to membership vote or other action in the case of a Michigan nonprofit membership corporation shall be approved by action of the Board of Directors. The Board of Directors shall meet as often as necessary to conduct the business of the corporation, but at least annually.

2.2 **NUMBER.** The Board of Directors shall consist of not less than five persons but no more than eleven persons, as the Board of Directors shall determine from time to time. Directors shall be elected by the Board of Directors at its annual meeting and vacancies shall be filled in the manner specified in section 2.4 below.

2.3 **STAGGERED BOARD; ELECTION OF DIRECTORS.** Directors may be elected for three consecutive 3-year terms and thereafter shall be eligible for reelection after at least one additional calendar year has elapsed. Partial terms served by Directors of less than three years shall not count as a full term with respect to term limits. In electing Directors to serve for such terms, the Directors will give due consideration to the nominees recommended by the corporation's members, but shall not be bound by such recommendations. Only the Board of Directors shall have the authority to elect Directors.

2.4 **REMOVAL.** Any director may be removed from office with or without cause at any annual or special meeting of the Board of Directors by the affirmative vote of two-thirds of the directors then in office.

2.5 **VACANCIES.** Vacancies occurring in the Board of Directors by reason of death, resignation, removal or other inability to serve shall be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall serve for the unexpired portion of the term.

2.6 ANNUAL MEETING. Unless the Board of Directors shall otherwise determine, the annual meeting of the Board of Directors shall be held on a date to be determined by the Board from time to time. At the annual meeting, the Board of Directors shall elect directors, elect officers, and consider such other business as may properly be brought before the meeting. If less than a quorum of the directors appears for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

2.7 REGULAR AND SPECIAL MEETINGS. Regular meetings of the Board of Directors may be held at such times and places as the directors may from time to time determine at a prior meeting or as shall be directed or approved by the vote or written consent of all the directors, provided that the Board holds at least one regular meeting (in addition to its annual meeting) each year. Special meetings of the Board may be called by the President or by the Secretary, and shall be called by the President or Secretary upon the written request of any director.

2.8 NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS. Email notice of the time and place of all meetings of the Board shall be given to each director at least three days before the date of the meeting. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board may be waived in writing before or after the meeting.

2.9 ACTION WITHOUT A MEETING. Any action required or permitted at any meeting of the Board of Directors or a committee thereof may be taken without a meeting, without prior notice and without a vote, if all of the directors or committee members entitled to vote thereon consent in writing. The written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

2.10 QUORUM AND VOTING REQUIREMENTS. A majority of the directors then in office and a majority of any committee appointed by the Board constitute a quorum for the transaction of business. The vote of a majority of the directors or committee members present at any meeting at which there is a quorum shall be the act of the Board or the committee, except as a larger vote may be required by the laws of the State of Michigan, these bylaws or the Articles of Incorporation. A member of the Board or of a committee may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

2.11 POWERS OF THE BOARD OF DIRECTORS. The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in section 541(c)(3) of the Code not inconsistent with these bylaws, the Articles of Incorporation, or the laws of the State of Michigan.

2.12 COMPENSATION. Directors shall receive no compensation for their services on the Board of Directors. The preceding sentence shall not, however, prevent the corporation from purchasing insurance as provided in Article IV or prevent the Board of Directors from providing reasonable compensation to a director for services which are beyond the scope of the director's duties as a director or from reimbursing any director for expenses actually and necessarily incurred in the performance of the director's duties as a director.

2.13 EXECUTION OF CONVEYANCES, MORTGAGES, AND CONTRACTS. The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the corporation, and such authority may be general or confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, anyone of the President, the Secretary, or the Treasurer may execute such instrument on behalf of the corporation.

ARTICLE III: OFFICERS

3.1 OFFICERS. The officers shall be a President, a Secretary, and a Treasurer, and if desired, a Vice President. There may also be such other officers as the Board of Directors deems appropriate.

3.2 ELECTION AND TERM OF OFFICE. All officers shall be elected for a term of two years (or until their successors have been elected) by the Board of Directors at its annual meeting. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these bylaws to be executed, acknowledged or verified by two or more officers. In case of the absence or disability of any officer of the corporation and of any person hereby authorized to act in his place

during periods of absence or disability, the Board may, from time to time, delegate the powers and duties of such officer to any other officer, or any directors, or any other person whom it may elect or appoint.

3.3 REMOVAL. Any officer may be removed with or without cause by the vote of a majority of the directors then in office at any regular or special meeting of the Board of Directors.

3.4 VACANCIES. In the event of the death, resignation, removal, or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the regular term of such officer or until his or her successor shall be elected.

3.5 PRESIDENT. The President shall be the chief executive officer of the corporation, and, as such, under the direction of the Board of Directors shall have power, on behalf of the Board of Directors, to perform all acts, execute and deliver all documents and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board.

3.6 VICE PRESIDENT. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe. If the Board doesn't have a vice president, and the president is absent, the past president may temporarily perform duties of the president.

3.7 SECRETARY. The Secretary (or, in the Secretary's absence or incapacity, an Assistant Secretary) shall send or cause to be sent all required notices of meetings of the Board of Directors, shall keep a record of all proceedings of the Board of Directors and maintain the corporate minute book, shall receive and attend to all correspondence of the Board of Directors, shall have custody of all documents belonging to the corporation (except as otherwise provided in these bylaws) and of the corporate seal (if any), and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Directors.

3.8 TREASURER. The Treasurer (or, in the Treasurer's absence or incapacity, an Assistant Treasurer) shall have charge of the funds of the corporation, except for such funds as the Board of Directors may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the corporation; and shall render reports from time to time as requested by the Board of Directors of his or her activities and the financial condition of the corporation. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board of Directors.

3.9 PAST PRESIDENT

The position of Past President shall be for one year, held by the previous president, who will provide historical information and guidance. This position shall not carry voting rights.

ARTICLE IV: MEMBERS

4.1 QUALIFICATIONS FOR MEMBERSHIP. The corporation shall have the following nonvoting members: (1) those persons with dogs certified by the corporation and in good standing with Alliance of Therapy Dogs (ATD), or an equivalent registry as may be determined by the Board, (each known as a "Team"), and (2) those persons who pay a membership fee to be determined by the Board of Directors. The Board of Directors may determine other types of membership from time to time. Each Member shall have such rights and benefits as are conferred upon them by the Board of Directors but shall not be entitled to vote on any corporate matters.

4.2 PARTICIPATION IN MEETINGS OF THE BOARD OF DIRECTORS. Members shall have the right to attend and participate in annual and regular meetings of the Board of Directors but shall not be entitled to vote. Members may, at the Board of Directors' discretion, attend and participate in special meetings of the Board of Directors. No less than ten (10) days nor more than thirty (30) days prior to each annual meeting, the Board of Directors shall solicit nominations for the Board of Directors.

4.3 NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS. Email and/or online notice of the time and place of all annual and regular meetings of the Board of Directors shall be given to each Member at least ten days before the meeting. Notice of any meeting may be waived in writing before or after the meeting.

ARTICLE V: INDEMNIFICATION

Each person who is or was a director, officer, or member of a committee of the corporation and each person who serves or has served at the request of the corporation as a director, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation to the fullest extent permitted by the laws of the State of Michigan as they may be in effect from time to time. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any

employee, non-director volunteer, or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding sentences.

ARTICLE VI: MISCELLANEOUS

6.1 COMMITTEES. The Board of Directors may establish such standing or special committees from time to time as it shall deem appropriate and shall define the powers and responsibilities of such committees. The Board of Directors may establish one or more executive committees and determine the powers and duties of such executive committee or committees within the limits prescribed by law.

6.2 AMENDMENTS. These bylaws may be amended at any meeting of the Board of Directors by the affirmative vote of a majority of the members of the Board of Directors then in office. No amendment inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation.

6.3 RULES. Meetings of the Board of Directors shall be governed by Roberts Rules of Order, Newly Revised.

ADDENDUM: GOVT./FILING DEADLINES

1. October 1—Annual update for Michigan Department of Licensing and Regulatory affairs for nonprofit corporations. State will send update form to our P.O. box in September.
2. May 15—Annual tax return due.
3. Registration with U.S. office of Patents and Trademarks has been updated and is good until March 2023.
4. Registration of our trademark with Michigan Department of Commercial Services has been updated and is good until 2121.