

POWER PAWS FOR KIDS, INC., AAT

BYLAWS

ARTICLE I

NAME AND PURPOSE

Section 1: Name

The name of the Corporation will be Power Paws for Kids, INC., AAT (“Corporation”).

Section 2: Purpose

The mission and purpose of the Corporation is to provide the Northwest Indiana community with an animal assisted program that will help to promote health and well-being through positive interactions with animals.

Section 3: Operation as a Tax Exempt Organization; Exempt Activities

- (a) The Corporation will operate as an organization within the meaning of Section 501(c)(3) of the Internal Revenue Code (“the Code”).
- (b) The Corporation will neither have nor exercise any power, nor will it engage directly or indirectly in any activity, that would invalidate its status as a tax-exempt organization within the meaning of Section 501(c)(3) of the Code.
- (c) Notwithstanding any other provision of these Bylaws, no director, officer, employee, or agent of the Corporation is permitted to take any action or carry on any activity by or on behalf of the Corporation, which is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.
- (d) No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, any director, officer, employee, or agent of the Corporation.
- (e) If the Corporation dissolves, the balance of the money and property received by the Corporation, after payment of all of the debts and obligations of the Corporation, must be used, distributed, or transferred exclusively to an organization or organizations with a substantially similar purpose or purposes to those for which the Corporation is organized. The Board of the Directors will choose the specific organization or organizations to whom such a distribution will be made. No director, officer, employee, or agent of the Corporation, nor any private individual, will be entitled to any distribution or division of the remaining property or proceeds of the Corporation.

ARTICLE II

MEMBERS

Section 1: Qualification and Admittance of Members

The Corporation shall be a membership organization. General Membership shall be open to individuals at least 21 years of age that own a dog with American Kennel Club Good Citizen Certification. Special accommodations for dogs with disabilities may be made upon the discretion of the Evaluation Committee.

Members must provide proof their dog is up-to-date with Rabies vaccinations and has a negative fecal test before undergoing the Power Paws for Kids Evaluation Test. Thereafter, members must provide annual proof their dog's Rabies vaccine is current and fecal testing is negative.

Booster Members will be those Members that do not have an active dog participating in Corporation programs.

Section 2: Quorum and Voting Rights of Members

For the purpose of conducting business at a general membership meeting, a quorum will be considered as "those present". A majority vote of those present is required to pass a motion. General members will nominate and elect Officers and two additional Board members. Members will not be allowed to vote by proxy. Should there be a vacancy in any office between election periods, it will be the responsibility of the Board to fill the interim position.

Section 3: Removal of Members

Any membership may be terminated for cause by a majority vote of the Board of Directors. Dismissal for Cause includes, but is not limited to the following: a) Members who are non-compliant with membership responsibilities and/or Policies and Procedures; b) Members whose dogs exhibit behaviors that are not suitable for animal assisted therapy; c) Members who do not support Power Paws' Mission Statement or organizational goals.

Section 4: Code of Ethics

Power Paws for Kids is committed to a code of ethics that will guide the behaviors, conduct, and performance of its PRESIDENT, BOARD and MEMBERS of Power Paws for Kids. This Bylaw will ensure that the professionalism of our organization is reflected in the operation of our volunteer activities and that PPFK members will follow the Bylaws - Article II, Section 4 -Code of Ethics, or will be held accountable for their actions.

- (a) Members will maintain high standards of honesty, integrity and impartiality.
- (b) Members will be courteous and considerate when dealing with the public, realizing that we volunteer for Power Paws for Kids, Inc. AAT.
- (c) Members will be courteous and professional in all PPFK Events and Programs.
- (d) Members will maintain mutual respect and professional cooperation in their relationships with other PPFK members.
- (e) Members will act cordially and professionally toward all other therapy dog teams in PPFK.

- (f) Members will be firm, consistent and fair in the performance of their volunteer activities and shall treat others with compassion, dignity and respect, void of all retribution, harassment or abuse.
- (g) Members will conduct themselves in a manner that will not bring embarrassment or discredit to the organization when performing their volunteer duties.
- (h) Members will report without reservation any witnessed incidents of PPFK Bylaws or unethical behavior that could affect either members or the integrity of PPFK.
- (i) Members will not abuse their education, position or professional title(s).

In Conclusion:

Power Paws for Kids reserves the right to deny, revoke or not renew membership. At the discretion of the Power Paws for Kids Board of Directors, a handler/dog team will be asked to temporarily or permanently refrain from further visits under the name of Power Paws for Kids if they fail to comply strictly with this Bylaw as provided by Article II, Section 4 of the Power Paws for Kids Bylaws. Should this action be necessary, the handler will be requested to return the official bandana and membership card/badge to one of the Power Paws for Kids officers.

ARTICLE III

BOARD OF DIRECTORS

Section 1: General Powers

The affairs of the Corporation will be managed by or under the direction of its Board of Directors.

Section 2: Number; Election; Term; Qualifications

- (a) **Number:** The number of Directors of the Corporation may not be less than five or more than thirteen.
- (b) **Election:** Elected Directors will be elected at the Annual Meeting held each spring. The elected positions of President, Treasurer and one Board member shall take place during even numbered years. The elected positions of Vice-President, Secretary and One Board member will take place during odd numbered years. The board of directors may appoint one additional director each year. Additional Board members at large may be elected upon the discretion of the Board of Directors.
- (c) **Term:** All Directors will hold office for two (2) years, starting with the date of the Annual Meeting at which they are elected, and until their successors have been elected and qualified, or until their death, resignation, or removal. All Board members may be elected for an additional term. Thereafter, a Board member may run for additional terms upon the request of the Board. Appointed Directors will serve a two (2) year term which may be renewed upon the request of the board.
- (d) **Qualifications:** Directors need not be residents of the State of Indiana but must be at least twenty-one (21) years of age and a member of the Corporation in good standing.

Section 3: Resignations

- (a) Any Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation.
- (b) **Effective Date:** A Director's resignation will take effect when the notice is delivered unless the notice specifies a future date. Unless it is otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.
- (c) **Filling the Pending Vacancy:** The pending vacancy that arises due to a Director's resignation may be filled prior to the effective date, but the successor cannot take office until the effective date.

Section 4: Vacancies

- (a) Any vacancy occurring in the Board of Directors, or any directorship to be filled, by reason of an increase in the number of Directors, resignation, or removal may be filled by the Board of Directors at the Annual Meeting, any regular meeting, or at a special meeting of the Board of Directors called for that purpose even if the number on the Board is less than a quorum.
- (b) **Term of Office:** Each Director elected to fill a vacancy will hold office for the duration of the unexpired term of his predecessor in office.

Section 5: Annual Meeting

The Annual Meeting of the Board of Directors will be held at the place and time determined by the Board of Directors.

Section 6: Regular Meetings

The Board of Directors will hold regular meetings at the times and places designated by resolution of the Board of Directors. The Board of Directors will hold at least four meetings per year.

Section 7: Special Meetings

Special meetings of the Board of Directors may be held at any time and place but only if they are properly noticed pursuant to Article III, Section 8 of these Bylaws. The meetings may be called by a written request from any Director.

Section 8: Notice of Meetings

- (a) **Timing:** Notice of each meeting must be delivered by or at the direction of the Secretary or President to each Director at least five (5) days, but not more than sixty (60) days, before the day on which the meeting is to be held.
- (b) **Delivery:** Notice may be given electronically via facsimile, e-mail, or other electronic delivery methods permitted by law.

- (c) **Waiver:** Notice may be waived in writing by a Director, either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- (d) **Description of Meeting in the Notice:** Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, except as provided in Article III, Section 12 of these Bylaws.

Section 9: Quorum; Voting; Proxies

- (a) **Quorum:** A majority of Directors will constitute a quorum for the transaction of business at any meeting of the Board.
- (b) **Voting:** If a quorum is present, the act of the majority of the Directors present is equivalent to the act of the entire Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation of the Corporation, or these Bylaws.
- (c) **Proxies:** No Director may vote by proxy on any matter of the Corporation.

Section 10: Electronic Participation at Meetings

- (a) Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other concurrently.
- (b) Telephonic or electronic director participation in a meeting will constitute attendance and presence at the meeting.

Section 11: Informal Action; Written Consent

- (a) **Informal Action:** Any action required to, or which may, be taken at a meeting of the Board of Directors may be taken without a meeting if it is consented to in writing by all of the Directors.
- (b) **Written Consent:** The written consent must be evidenced by one or more written approvals from the Directors; each approval must set forth the action to be taken and provide a written record of approval. The approvals must be delivered to the Secretary of the Corporation and filed in the corporate records.
- (c) **Effective Date:** Any action taken by the Board pursuant to this Section will be effective when all of the Directors have approved the written consent unless the consent specifies a different effective date.

Section 12: Removal

- (a) One or more of the Directors may be removed, with cause (i.e. violating the Corporation's policies and procedures), by the affirmative vote of a majority of the Directors then in office, present, and voting at a meeting of the Board of Directors at which a quorum is present.

- (b) If the vote for the removal of one or more directors is to take place at a special meeting called pursuant to Article III, Section 7(a) of these Bylaws, written notice of the proposed removal must be prepared and delivered to all Directors pursuant to Article III, Section 8, no fewer than **seven (7)** days prior to the special meeting. Such notice must both include the purpose of the meeting (i.e., Removal of Directors) and list the Director or Directors sought to be removed.

Section 13: Presumption of Assent

If a Director is present at a meeting of the Board of Directors, he or she will be conclusively presumed to have assented to any corporate action taken at the meeting unless any of the following conditions is satisfied:

- (a) His or her dissent was entered in the minutes of the meeting;
- (b) He or she filed a written dissent to the action with the person acting as the secretary of the meeting before adjournment; or
- (c) He or she forwarded such dissent by registered or certified mail to the Secretary of the Corporation immediately after the meeting adjourned (however, this right to dissent will not apply to a Director who voted in favor of an action).

Section 14: Director Conflict of Interest

- (a) If a transaction is fair to the Corporation at the time it is authorized, approved, or ratified, the fact that any Director of the Corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.
- (b) In a proceeding contesting the validity of a transaction on the grounds that it is unfair to the Corporation due to a conflict of interest, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the Director's interest or relationship were disclosed or known to the Board of Directors or a committee consisting entirely of Directors, and the Board or committee authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested Directors, even though the disinterested Directors did not constitute a quorum.
- (c) **Quorum, Voting:** The presence of the Director who is directly or indirectly a party to the transaction described in Part (b) of this Section, or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction.
- (d) **Indirect Interest:** A Director is "indirectly" a party to a transaction if he or she either:
 - 1. Has a material financial interest in the entity with which the transaction is occurring; or
 - 2. Is an officer, director, or general party with the entity with which the transaction is occurring.
- (e) **Grant Exception:** If a Director of the Corporation is also an officer or director of both parties to a transaction involving a grant or contribution, without consideration, from one entity to the other, that Director is not "indirectly" a party to the transaction so long as the Director does not have a material financial interest in the entity that receives the grant or contribution.

ARTICLE IV

OFFICERS

Section 1: Designation; Election; Term; Multiple Offices

- (a) **Designation:** The Officers of the Corporation will include a President, a Vice President, a Secretary, a Treasurer, and any other Officers or assistant Officers authorized by the Board of Directors.
- (b) **Election/Appointment:** The Officers will be elected by the General Membership at its Annual Meeting.
- (c) **Term:** Each Officer will hold office for 2 year(s) or until his or her successor has been duly elected/appointed and qualified, or until their death, resignation or removal in the manner hereinafter provided.

Section 2: President

- (a) The President will be Chief Executive Officer of the Corporation and, subject to the direction and control of the Board of Directors, will have general and active management of the affairs of the Corporation.
- (b) The President will ensure that all orders, resolutions, and directives of the Board of Directors are carried into effect unless the Board assigns that responsibility to another Officer or to the Executive Director.
- (c) The President will execute all contracts and other legal documents for the Corporation.
- (d) The President will from time to time report to the Board of Directors on all matters within his or her knowledge, which the interests of the Corporation may require to be brought to their notice.
- (e) The President will perform other such duties as may be assigned from time to time by the Board of Directors.

Section 3: Vice President(s)

- (a) The Vice President will have all the powers and perform all the duties of the President in the absence or incapacity of the President.
- (b) The Vice President will perform such other duties as may be assigned from time to time by the Board of Directors.

Section 4: Secretary

- (a) The Secretary will act as secretary of the Board of Directors.
- (b) The Secretary will give, or cause to be given, all notices in accordance with the provisions of these Bylaws, or as required by law.

- (c) The Secretary will supervise the custody of all records and reports and will be responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors.
- (d) The Secretary will perform such other duties as may be assigned from time to time by the Board of Directors.

Section 5: Treasurer

- (a) The Treasurer will keep full and correct account of receipts and disbursements in the books belonging to the Corporation, and must deposit all moneys and other valuable effects in the name and to the credit of the Corporation, in the bank or banks designated by the Board of Directors.
- (b) The Treasurer will dispose of funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and must render to the President and the Board of Directors, whenever he or she may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.
- (c) The Treasurer will perform other such duties as may be assigned from time to time by the Board of Directors.

Section 6: Resignation

- (a) Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation.
- (b) **Effective Date:** An Officer's resignation will take effect when the notice is delivered unless the notice itself specifies a future date. Unless it is otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.

Section 7: Removal

- (a) Any Officer of the Corporation may be removed by the Board of Directors with cause. However, an Officer's removal will be without prejudice to his or her contract rights, if any.
- (b) Election of an Officer will not of itself create any contract rights.

Section 8: Vacancies

The Board of Directors will fill any vacancy in any office because of death, resignation, removal, disqualification, or any other cause at the Annual Meeting, a regular meeting of the Board of Directors, or at a special meeting called for the purpose of filling the vacancy.

Section 9: Executive Director

- (a) The Board of Directors has the power to employ and, in accordance with applicable law, to terminate the employment of an Executive Director.

- (b) The Executive Director has the responsibility of managing the day-to-day affairs of the Corporation and administering the programs and policies of the Board of Directors.
- (c) The Executive Director will report directly to the Board of Directors and will keep the Board of Directors fully informed of his or her activities.
- (d) The Executive Director does not have any authority to act for or on behalf of the Corporation without the express authorization of the Board of Directors.
- (e) The Board of Directors will stipulate the terms and conditions of employment for the Executive Director.
- (f) Subject to budgetary constraints approved by the Board of Directors, the Executive Director may appoint and employ any professional and support staff or agents necessary to serve the Corporation.

ARTICLE V

INDEMNIFICATION

- (a) The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.
- (b) To the extent that a present or former director, officer, employee, or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any proceeding referred to in Section (a) of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with such proceeding if that person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.
- (c) Sections (a) and (b) of this Article will not apply in any proceeding in which the director, officer, employee, or agent is liable for negligence or misconduct in the performance of his or her duties.
- (d) Such rights of indemnification will not be exclusive of any other rights to which such director, officer, or employee may be entitled apart from this provision.
- (e) The Corporation shall have power to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of any director, officer, employee, agent, or other person to the extent that power has been or may be granted by statute.
- (f) The Corporation shall have the power to give other indemnification to the extent permitted by law.

ARTICLE VI
BOOKS AND RECORDS

Section 1: Corporate Records

The Corporation must maintain the following books and records at its registered office or principal place of business:

- (a) Accurate and complete books and records of account;
- (b) The original copy of its Bylaws including all amendments and alterations and any other corporate documents;
- (c) The minutes of the proceedings of either the Board of Directors or any committees established by the Board of Directors;
- (d) All documents relating to the Corporation's tax status;
- (e) Recent annual reports;
- (f) Copies of the Corporation's recent newsletters, journals, or other publications; and
- (g) Financial statements; and
- (h) : All payroll and other personnel records relating to employment.

Section 2: Right of Inspection

- (a) **General Right of Inspection:** Any Director may examine and make copies of the books and records related to any of the proceedings of the Board of Directors provided that he or she has a proper purpose for doing so. This inspection must take place at a mutually agreed upon time.
- (b) **Inspection by Agents:** A Director's agent or attorney may be afforded the same right provided under Article VII, Section 2(a).

ARTICLE VII
WAIVER OR REDUCTION OF FEES

It is the general policy of this Corporation that any fees or charges associated with the charitable services or products of the Corporation will be waived or reduced in accordance with each recipient's ability to pay. The Corporation, being organized exclusively for charitable purposes under Indiana law will strive to make its services and products available to the appropriate general public without undue obstacles to access. The administrative staff will have the discretion to make such waivers or reductions, when appropriate, to ensure the maximum distribution of the Corporation's charitable services or products.

ARTICLE VIII
MISCELLANEOUS

Section 1: Principal Office

- (a) The principal office of the Corporation in the State of Indiana will be located in Lake County, Indiana.
- (b) The Corporation will continuously maintain in the State of Indiana a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

Section 2: Depositories

All funds of the Corporation not otherwise employed will be deposited from time to time to the credit of the Corporation in any banks, trust companies, or other depositories designated by the Board of Directors.

Section 3: Checks, Drafts, Notes, Etc.

- (a) All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Corporation must be signed by the individual who has been given signatory authority by the Board of Directors.
- (b) In the absence of such determination by the Board of Directors, such instruments must be signed by the Treasurer and countersigned by the President of the Corporation.

Section 4: Fiscal Year

The fiscal year of the Corporation will end on the last day of December of each year.

Section 5: Delivery of Notice

Any notices will be considered to be “delivered” when any of the following occurs:

- (a) Notice is transferred or presented to the proper party;
- (b) Notice is deposited in the United States mail with proper postage and is addressed to the proper party at his, her, or its address as it is listed in the records of the Corporation, or any other contact information appearing on the records of the Corporation; or
- (c) Notice is transmitted by electronic means such as e-mail, facsimile, or any other method that is authorized in the articles of incorporation or these bylaws.

Section 6: Execution of Documents

- (a) Every contract entered into, including any loans or other evidence of indebtedness, issued in the name of or on behalf of the Corporation must be authorized or ratified by a resolution of the Board of Directors.
- (b) Except as otherwise provided by law, all checks, drafts, promissory notes, and other evidence of

indebtedness issued in the name of the Corporation and all contracts, deeds, mortgages, and other instruments executed in the name of and on behalf of the Corporation must be executed and attested by such Officer or Officers, or agent or agents, of the Corporation and in such manner as shall periodically be determined by resolution of the Board of Directors.

Section 7: Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 9: Compensation

- (a) The Board of Directors may fix the salaries or other compensation of agents and employees of the Corporation .
- (b) No Director or Officer of the Corporation will receive, directly or indirectly, any income, profit, or other pecuniary benefit from the Corporation, except reimbursement from the Corporation's funds for reasonable expenses incurred that, in the opinion of the Board of Directors, were properly incurred in performance of their duties on behalf of the Corporation, upon submission of proper documentation to the Board of Directors.

Section 10: Loans to Management

The Corporation will make no loans to any of its Directors or Officers.

Section 11: Construction

If any portion of these Bylaws is found to be invalid or inoperative, then so far as is reasonable and possible:

- (a) The remainder of these Bylaws will be considered valid and operative; and
- (b) Effect will be given to the intent manifested by the portion held invalid or inoperative.

Section 12: Effective Date

These Bylaws will be effective upon acceptance by the Board of Directors and General Members.

ARTICLE IX

AMENDMENTS

These Bylaws may be altered, amended or repealed, and new bylaws may be made and adopted at any annual or regular meeting of the Board of Directors, or at any special meeting called for that purpose, by the affirmative vote of a majority of the Directors in office and then an affirmative vote of a quorum of the general members.

Revised 1/22/2020