

ARTICLE I: Name

The name of this New Hampshire non-profit corporation shall be [New England Pet Partners](#).

ARTICLE II: Location

Section 2.1. The principal office of the Corporation for the transaction of its business is located at 24 Tenney Road, Pelham, NH 03076.

Section 2.2. The Corporation may have offices at such other places, within or without of the State of New Hampshire, where it is qualified to do business, as its business may require, and as the Board of Directors may designate.

ARTICLE III: Powers and Purpose

Section 3.1. Purpose. The purposes of the Corporation shall be to: serve as an educational and resource center for the training and registration of pet-assisted therapy teams in New Hampshire and as designated by the Board of Directors in other New England States.

Section 3.2. Powers. The Corporation shall have all the powers necessary to carry out the foregoing purposes and all of the powers of non-profit corporations organized under the laws of the State of New Hampshire.

Section 3.3. Limitations.

a) The Corporation shall be volunteered based, and an equal opportunity employer. It shall not discriminate on the basis of age, race, color, creed, sex, disabilities, financial status, or national origin in the person's service or the manner of service.

b) The Corporation shall neither have nor exercise any power, not shall it engage directly or indirectly in any activity that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c) the Internal Revenue Code of 1986 or any successor provision.

c) The Corporation is not organized for pecuniary profit and shall not have capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer of the Corporation, or any other individual, partnership or corporation. Reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed a distribution of earnings or principal.

d) On dissolution, after provision is made for payment of debts, all funds of the corporation, from whatever source arising, shall be distributed only to such individuals or organizations as are then exempt from tax by virtue of Section 501(c) of the Internal Revenue Service Code of 1986, or any successor provision, and as the Board of Directors of the Corporation shall determine, unless otherwise provided in the instrument from which the funds to be distributed derive.

ARTICLE IV – Members

Section 4.1. Eligibility. The Corporation shall have no members at this time.

ARTICLE V – Directors

Section 5.1. Powers. The Directors shall supervise the business and volunteer affairs of the Corporation, except as otherwise provided by the Bylaws.

Section 5.2. Number. There shall be a Board of Directors of the Corporation of not less than (3) and not more than (9). The signers of the Articles of Agreement shall elect the initial Board of Directors of the Corporation, and thereafter the member of the Board of Directors shall be elected at the annual meeting of Directors.

Section 5.3. Election Term. The Term of this Corporation operates from January to December. Directors of the Corporation shall be elected at the annual meeting of the Board of Directors to serve for a term of (3) years or until their successors are elected and qualified. Directors may serve (2) consecutive (3) year terms, unless otherwise specified by the Board of Directors, and if deemed necessary by the Board of Directors.

Section 5.4. Vacancies and Newly Created Directorships / Positions. Newly created Directorships and any vacancies on the Board of Directors, arising at any time and from any cause, may be filled at any meeting of the Board of Directors by a majority of the Directors present. A Director elected to fill a vacancy shall be elected for the unexpired term of the member's predecessor in office.

Section 5.5. Removal. Any Director may at any time be removed from office for any cause deemed sufficient by the Board of Directors by the affirmative vote of two-thirds of the full number of Directors then in office acting at a meeting of the Board. In addition, two consecutive absences from regular meetings, held quarterly, of the Board, shall constitute an automatic resignation without any further action of the Board of Directors.

Section 5.6. Compensation. Directors shall not receive salaries for their services, but by resolution of the Board of Directors, expense of attendance may be allowed at any regular or special meeting of the Board. The Board of Directors may approve compensation, with proof of invoice, other expenses as deemed necessary. The Corporation shall not provide personal loans or insurance of any kind.

ARTICLE VI – Meetings of the Directors

Section 6.1. Annual Meeting. A regular meeting of the Board of Directors shall take place each year at such time, date and location as shall be designated by the Board of Directors. The purpose of the annual meeting shall be to elect Directors of the Corporation and to transact other business as necessary.

Section 6.2. Regular Meetings. Regular meetings of the Board of Directors shall be held at least (4) times a year upon call of the President.

Section 6.3. Special Meetings. Special meetings of the Board of Directors may be called by the President, or by (3) Directors, on (5) days notice to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 6.4. Notice of Meetings. The time, day and place of regular meetings or special meetings of the Board of Directors shall be specified in the notice of the meeting, but no such specification is required in a waiver of notice of such meeting. Notice shall be given as provided in Section 7.1.

Section 6.5. Telephone Meetings. Any one or more Directors may participate in a meeting of the Board of Directors by conference telephone or other electronic means by which all persons participating in the meeting can communicate with each other. Participation by telephone shall be equivalent to presence in person at a meeting for purposes of determining if a quorum is present.

Section 6.6. Record of Meetings. The Secretary or, in the absence of the Secretary, one of the Directors designated by the Board and participating in the meeting, shall keep a record of the meeting.

Section 6.7. Quorum; Vote Required. A majority of Directors then in office shall constitute a quorum for the transaction of business at any meeting of Directors, and, unless otherwise provided for by law or these Bylaws, the act of the majority of the Directors present and voting at any meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Directors, the Directors present may adjourn the meeting, without notice other than an announcement at the meeting, until a quorum shall be present. At such adjourned meetings at which a quorum shall be present, any business may be transacted which might have been at the original meeting.

Section 6.8. Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if:

- a) Consents in writing, setting forth the action so taken, shall be signed by all of the Directors and filed by the Secretary with the minutes of the meetings. The consents may be executed in any number of counterparts, all of which when taken together shall constitute a single original consent.
- b) Consents by electronic mail, setting forth the action so taken, are submitted by all Directors, received by the Corporation and filed by the Secretary with the minutes of the meetings of the Board of Directors.

Section 6.9. Guests in Attendance. Attendance at the Corporation's Board Meetings is by invitation and by Board of Directors and/or members of the Corporation.

ARTICLE VII – Notice

Section 7.1. General. Whenever notice is required to be given to any person, such notice may be given via U.S. mail, by electronic mail, fax or hand delivery. Such notice will be deemed given when received.

Section 7.2. Waiver. Whenever any notice is required to be given by law or by these bylaws, a waiver of notice is signed by the person or persons entitled to such notice, whether before or after the time stated in the Bylaws. This shall be deemed equivalent to the giving of such notice. Attendance at a meeting in person, or if applicable, by proxy, of the person entitled to notice shall constitute a waiver of notice of the meeting unless he or she attends solely for the purpose of objecting at the beginning of the meeting to the transaction of business on the grounds that the meeting was not called or convened.

ARTICLE VIII – Officers and Agents

Section 8.1. Officers. The officers of the Corporation shall minimally consist of a President, a Secretary, and a Treasurer. One person shall not hold two offices with the permissible exception of approved positives by the Board of Directors.

Section 8.2. Other Officers and Agents. The Board of Directors:

- a) Shall retain an Executive Director who shall serve as Staff to the Board.
- b) May appoint other officers and agents as it shall deem necessary, to hold offices for such terms and exercise such powers and perform such duties as determined by the Board of Directors.

Section 8.3. Election: Term of Officers, Resignation, Removal Vacancies. The Board of Directors shall elect the officers of the Corporation at the annual meeting. The officers of the Corporation shall hold office for terms of (3) years or until their successors are elected and qualified. Any officer may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect at the time specified in the notice, or if not is specified, then immediately. Any office may be removed from office at any time, with or without cause, by the affirmative vote of two-thirds of the Board of Directors at any regular or special meeting of the Board called expressly for that purpose. The Directors shall fill any vacancy occurring in any office of the Corporation for the unexpired term. Officers may serve more than one term if deemed necessary by the Board of Directors. An officer whose term has not expired may continue in office, and for such term as a Director.

Section 8.4. President. The President of the Board shall preside at meetings of the Board of Directors, and shall perform such other duties and have such other powers as the Board of Directors may prescribe.

Section 8.5. Vice President. The Vice President shall, in the absence of or disability of the President, perform the duties and exercise the powers of the President and shall perform other duties and powers as the Board of Directors may from time-to-time prescribe.

Section 8.6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors, and perform all other duties usually incident to the office, and duties as may be assigned by the Board of Directors.

Section 8.7. Treasurer. The Treasurer shall keep regular books of account and render to the Board of Directors, from time to time. As may be required, an account of the financial condition of the Corporation shall be delivered. The Treasurer shall perform all other duties properly required by the Board of Directors.

Section 8.8. Bonding of the Officers. The Board of Directors may require any officer, or other person entrusted with the handling of funds or valuable property of the Corporation to give bond to the Corporation, with sufficient surety or sureties, conditioned upon the faithful performance of such person's duties.

ARTICLE IX – Committees

Section 9.1. Executive Committee. The Board of Directors shall establish an Executive Committee, consisting of at least 3 Board Members when deemed necessary. The Executive Director and/or other office as deemed necessary, shall serve as staff to the Committee. Except as provided in Section 9.1(a) following, the Executive Committee shall have the power of the Board of Directors to act between meetings of the Board upon matters that, in the judgment of the Committee, are of such nature as to require action prior to the next regular meeting of the Board. Any action taken by the Committee involving exercise of powers of the Board of Directors shall be reported promptly to the President and the Board of Directors. Such action shall be ratified at the next Board meeting.

Section 9.1(a) Limitations. The Executive Committee shall not have the power to:

1. Amend Bylaws;
2. Appoint or remove Officers or Directors;
3. Approve a dissolution, merger, or conflict of interest of Corporate assets;

4. Adopt the budget or
5. Take any action that is contrary to, or a substantial departure from the direction of the Board, or which represents major change in the affairs, mission, business or policy of the Corporation.

Section 9.2. The Board of Directors shall establish a committees consisting of no fewer than (3) Board members, as deemed necessary. Staff to the Committee should be determined as necessary by the Board of Directors and President. The Committees shall develop policies that relate to the Corporation and the Board of Directors, including, but not limited to:

- a) Criteria for Board membership (experience, competencies, community involvement, skills, expertise, etc.).
- b) Development of a Board Recruitment matrix.
- c) Nomination and presentations of Board candidates for election by the Board.
- d) Develop and execute process or orientation for new members of the Board.
- d) Fund-Raising and Events.

Section 9.3. Fund-Raising Committee. The Board of Directors shall establish, as deemed necessary, a Fund-Raising Committee, consisting of no more than (5) voting members, inclusive of the Board's President and (2) other Directors and the Executive Director, as staff to the Committee. The Committee may include, as non-voting members, other staff, or non-Director persons whose experience in fund-raising, marketing and business may assist the Committee and the Board in the performance of their fund-raising goals and responsibilities. The Committee reports to the full Board.

Section 9.4. Program Committee. The Board of Directors shall establish a standing Program Committee, as deemed necessary, consisting of no more than (5) Board members. The Executive Director shall serve as staff to the Committee. The Committee may also include persons who are not member of the Board, but whose experience and qualifications may assist the Committee and the Board in the performance of their program oversight responsibilities. However, at all times, a majority of the Committee, shall consist of Board members. The Committee shall be charged to provide strategic oversight of NEPP's programs and services, and to perform such other related duties as may be assigned by the Board. The Committee reports to the Full Board.

Section 9.5. Other Committees. The Board of Directors may also designate other committees as deemed necessary for the efficient conduct and growth of the business of the Corporation. Committees may consist either of members of the Board of Directors or other persons as designated in the resolution authorizing the creation of that committee. Such committees may be discontinued when no longer necessary.

ARTICLE X – Conflict of Interest and Pecuniary Benefits Transactions

Section 10.1. Conflict of Interest. The Corporation shall implement a Conflict of Interest Policy and regularly review Policies and Procedures. Policy and Procedures shall, at a minimum, meet the requirements of New Hampshire law as then in effect, and comply with Guidelines established by the Office of NH Attorney General, Charitable Trust Unit. Each Director, Officer or Committee member shall have an affirmative duty to disclose to the Corporation each transaction with the Corporation that would be a Pecuniary Benefit Transaction (as defined by RSA 7:19-a). That Officer, Director or Committee member shall be prohibited from participating in the discussion or voting on the transaction.

Section 10.2. Policy on Pecuniary Benefits Transactions. Transactions that provide a direct or indirect benefit to any Officer, Director, Trustee and the Corporation or any member of his or her immediate family; his or her employer; or, any person or organization of which he or she is a Proprietor, Partner, Officer, Director, or

Trustee, are prohibited unless they (1) satisfy RSA 7:19; (2) are in the Corporation's best interest; and (3) all of the following conditions are met:

- a) The transaction is made in the ordinary course of the Corporation's business or operation and the transaction is fair to the Corporation. Any transaction with any one Officer or Director that exceeds \$500.00 must be approved by the greater of a quorum of the Board of Directors.
- b) The Corporation shall list in its records each transaction with any one Officer or Director that exceeds \$500.00 in any one fiscal year and report them to the NH Director of Charitable Trusts annually as part of the annual report required under RSA 7:28, including the names of those benefiting from each transaction and the amount of the benefit.

ARTICLE XI – Contributions and Depositories

Section 11.1. Volunteer Contributions. The Corporation may accept gifts, grants, legacies and contributions from any source including persons, corporations, trusts, charities and governments and governmental agencies.

Section 11.2. Deposits. The Board of Directors shall determine what deposits shall be used by the Corporation as long as such deposits are located within the State of New Hampshire, are authorized to transact business by the State of New Hampshire, and are federally insured. All checks and orders for the payment of money from said deposit shall be signed by an authorized person by the Board of Directors.

ARTICLE XII – Dissolution

Section 12.1. Dissolution. The Corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the member of the Board of Directors then in office, taken at a meeting of the Board of Directors called for that specific purpose, or upon the written consent of all members of the Board of Directors entitled to vote. No Director, Officer or person connected with the Corporation shall be entitled to share in the destruction of any of the Corporation assets upon its dissolution.

ARTICLE XIII - General

Section 13.1. Fiscal Year. The Corporation shall operate on a fiscal year ending December 30. Alteration of the fiscal year (by the Board of Directors) shall not require amendments of these Bylaws.

Section 13.2. Executive of Contracts and Documents. All contracts and documents may be executed only as directed by the President and Board of Directors.

ARTICLE XIV – Indemnification

The Corporation may indemnify a person who is or was a Director, officer, employee or agent of the Corporation or who is or was serving in another capacity at the request of the Corporation, to the extent authorized by law, and will purchase and maintain insurance to protect itself and such persons against liability.

ARTICLE XV – Amendments

These Bylaws may be amended or repealed or new Bylaws adopted by the Directors at any meeting by the affirmative vote of not less than two-thirds (2/3) of all the Directors of the Corporation, provided notice of the proposed change is given not less than ten (10) days prior to such meeting.