

**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 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 will not discriminate based on age, race, color, creed, sex, disabilities, financial status, or national origin in the person's service or the manner of service.

b) The Corporation will neither have, nor exercise any power, or 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, as 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, will benefit 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, funds of the corporation 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. The Board of Directors of the Corporation shall determine, unless otherwise provided, which, how much and what will be distributed.

## 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 will supervise the business and volunteer affairs of the Corporation, except as otherwise provided by the Bylaws.

Section 5.2. Number. There will be Board of Directors of the Corporation of not less than (3) and not more than (5). The signers of the Articles of Agreement will elect the initial Board of Directors of the Corporation. 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 consecutive 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 a cause deemed sufficient by the Board of Directors - by a vote of Directors at a meeting. Two consecutive absences from meetings will be reviewed by the Board of Directors. Board Directors, and New England Pet Partners, may terminate a board director, opening the seat or position for the benefit of New England Pet Partners.

- **Quorum:** The minimum number of members that must be present at meetings to conduct business, validate, and approve change. New England Pet Partners quorum number is (3).

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, and 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 will be held at least (3) 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, giving (5) days' notice to be held at such time, day and place as 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 will be specified in the notice of the meeting. Notice shall be given as provided in Section 7.1.

Section 6.5. Telephone / Email Meetings. Any one or more Directors may participate in a meeting of the Board of Directors by conference telephone or other electronic means. Participation shall be equivalent to presence, in person, at a meeting and for purposes to determine a quorum is present (3).

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

Section 6.7. Quorum; Vote Required. Most Directors in office will constitute a quorum (3), for the transaction of business, at the meeting of Directors. Most of the Directors present and voting, may act on motions to approve. If a quorum is not 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.

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, will be signed by all the Directors and filed by the Secretary with the minutes of the meetings.
- b) Consents by electronic mail, setting forth the action, 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. Guests in attendance may participate, but cannot vote.

## **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, 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 the notice. This can be before or after the time stated in the Bylaws. Attendance at a meeting in person, or if applicable, by proxy, will constitute a waiver of notice of the meeting unless he or she attends solely for objecting, at the beginning of the meeting, to the transaction of business because 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 Chair, a Secretary, and a Treasurer. One person will not hold two offices with the permissible exception of approval 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 deemed necessary, to hold offices for terms, and exercise powers and perform 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 qualified successors are elected. Any officer may resign at any time by giving written notice to the President of the Board. Such resignation will take effect at the time specified in the notice, or if not specified, then immediately. 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.

Section 8.4. President. The primary responsibility of the President is making corporate decisions, managing overall operations and resources, and determining the mission, vision and values of the corporation, set organizational goals, and a strategic plan for an evolving non-profit corporation.

Section 8.5. Vice President. The Vice President will, in the absence of or disability of the President, perform the duties and exercise the powers of the President.

Section 8.6. Treasurer. The Treasurer will monitor financial resources by carefully reviewing the financial status of the corporation. An account, and Treasurer's Report, will be delivered at board meetings, and upon request of board directors.

Section 8.7. Chair. The primary role of the board chair is to facilitate the board meeting and discussion among the board members, giving each board member an opportunity to speak.

Section 8.8 Executive Director. The Executive Director is responsible for overseeing the administration, executive committee programs and strategic plan of the organization. Other key duties include fundraising, marketing, and community outreach.

Section 8.9. Secretary. The Secretary will keep the minutes of meetings of the Board of Directors, and perform all other duties applicable to efficient administration of goals including board director term notifications.

## **ARTICLE IX – Committees**

Section 9.1. Executive Committee. The Board of Directors will establish an Executive Committee, consisting of at least (3) Board Members when necessary. 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 departure from the direction of the Board, or represents major change in the mission, business or policy of the Corporation.

Section 9.2. The Board of Directors will establish a committee consisting of no fewer than (3) Board members, as deemed necessary. Staff to the Committee should be determined 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).
- b) Development of a Board Recruitment matrix.
- c) Nomination and presentations of Board candidates for election by the Board.
- d) Fund-Raising and Events.

Section 9.3. Fund-Raising Committee. The Board of Directors will 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 will establish a Program Committee, as deemed necessary, consisting of no more than (5) Board members. The Executive Director may serve as staff to the Committee. The Committee may include persons who are not members of the Board, but whose experience and qualifications may assist the Committee. A majority of the Committee may consist of Board members. The Committee reports to the Full Board.

Section 9.5. Other Committees. The Board of Directors may designate other committees as deemed necessary for the efficient evolution of the Corporation. Committees may consist either of members of the Board of Directors or other persons as designated. Such committees may be discontinued when no longer necessary.

#### **ARTICLE X – Conflict of Interest and Pecuniary Benefits Transactions**

Section 10.1. Conflict of Interest. A conflict of interest is a transaction or arrangement that might benefit the private interest of an officer or board members. The Corporation will implement a Conflict of Interest Policy and regularly review Policies and Procedures. Policy and Procedures will, 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.

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 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, governments and governmental agencies.

Section 11.2. Deposits. The Board of Directors shall determine what deposits shall be used by the Corporation if 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, 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.

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