

BYLAWS FOR PAWS AND PRAYERS INCORPORATED

ARTICLE I - NAME, PURPOSE

Section 1: *Name:* The name of the Organization shall be **Paws and Prayers, Inc.** (also referred to in these bylaws as the "*Organization*".)

Section 2: *Purpose:* The purpose of **Paws and Prayers, Inc.** is to:

1. To rescue animals from situations that are abusive, endangering and neglectful, which includes pounds, stray dogs, owner surrenders in dire situations and puppy mills;
2. To inform the public of these situations in order to put a stop to animal abuse and irresponsible breeding;
3. To provide foster homes for these animals;
4. To provide necessary veterinary care;
5. To promote the importance of spaying/neutering and assist others with referrals to low cost spay/neuter programs;
6. To place rescued animals into permanent adoptive homes; and
7. Building and maintaining a network of other rescue groups for rescued animals.

Paws and Prayers, Inc. will endeavor to maximize the percentage of its operating budget, which directly benefits rescued animals, including the spaying and neutering of these dogs and cats. Fundraising to support this will be achieved through solicitation and acceptance of contributions from individuals and other methods or events as the Board of Trustees of the Organization desire to utilize.

ARTICLE II - OFFICES

Section 1: *Offices:* The principal office of the Organization shall be located in the County of Summit, in the State of Ohio. The Organization may also maintain offices at such other places as the Board of Trustees may, from time to time, determine including Stark County and Medina County, Ohio.

ARTICLE III - MEMBERSHIP

Section 1: *General Membership:* This Organization will not have General Membership. Financial supporters will be given the title of "*Donator*", and volunteers will be given the title of "*Volunteers*". Both Donators and Volunteers will have no rights to vote as directed by the Board of Directors but can submit and address the Board with their concerns. . Volunteer also have the right to financially support the Organization and vote for Trustees.

Section 2: Foster Home Membership: Any person desiring to become an active foster home for the animals awaiting adoption, will be required to comply with the policies and procedures of the Organization, and will also be subject to majority vote of the Board of Directors for acceptance. Foster Home Members will have no rights to vote as directed by the Board of Directors. Foster Home Members accepted to the Organization can participate in the activities of the Organization as described in **Article I, Section 2**. The Organization shall be authorized and empowered to pay reasonable compensation for services rendered for the health and well being of the animals.

ARTICLE IV - POWERS

Section 1: Direction of Powers: The general powers of the Organization will be exercised, its property controlled, and its business and affairs conducted by or under the direction of the Board of Directors (hereinafter referred to as the Board). The Board may act only by a simple majority vote of all the Directors of the Board in the matters declared above; as well as in all other matters, including all rules and regulations governing the action of the Board, and shall have full authority with respect to the distribution and payment of the monies received by the Organization from time to time; provided, however that the fundamental and basic purposes of the Organization, as expressed in the Certificate of Incorporation, shall not thereby be amended or changed.

Section 2: Private Inurement: No part of the net earnings of the Organization shall inure to the benefit of or be distributed to its Board of Directors, Volunteers, Donators, or any other private persons, except that the Organization shall be authorized and empowered to pay reasonable reimbursements for actual and necessary expenses to further improve the health and well being of the animals, and to make payments and distributions in furtherance of the purposes set forth in **Article I, Section 2** to include educational programs.

Section 3: Discrimination: The Organization shall not apply its standards, policies, procedures, or practices inequitably or single out any particular party for disparate treatment unless justified by substantial and reasonable cause. The Organization shall not discriminate against any reasonable application for a Volunteer or Foster Home Member for their race, religion, creed, marital status, or sexual preferences.

Section 4: Lobbying: No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and further more, shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes of the Organization. This does not include animal rights issues.

ARTICLE V – STRUCTURE OF THE BOARD OF DIRECTORS

Section 1: *Board Role, Size, And Compensation:* The Board is responsible for overall policy and direction of the Organization. The Board shall also delegate responsibility for day-to-day operations to the Volunteers and Foster Home Members. The Board shall have up to nine (9) and not fewer than three (3) members. In addition, there will be three (3) trustees who will monitor the actions of the Board including reading of minutes and financial reports. The Trustees shall be responsible for annually auditing all financial records with the assistance of the Treasurer.. The Board and Trustees shall receive no salary for their services as Board members or Trustees, however, the Board may authorize the reimbursement of actual and necessary reasonable expenses incurred by Board members performing duties as Directors of the Board, as well as any necessary reasonable expenses to further improve the health and well being of the animals. No Board Member, Trustee, Foster Home and/or Volunteer will receive a salary for participation.

Section 2: *Elections, Terms:* The initial Directors shall be persons named in the Article of Incorporation. Directors shall continue in the office until his or her death, resignation, or removal. All Directors in subsequent years shall continue in the office for a period of two (2) years. Positions will be voted upon every other year. For Officers elected for an even year elections, Paws and Prayers Board members will vote for President, Secretary and one Volunteer Board position and one community member Board position. For Officers elected for an odd year, Paws and Prayers Board members shall vote for Vice President, Treasurer and one Volunteer Board Positions and two community Board positions. Paws and Prayers Board Members shall accept applications and vote upon new Board Members upon resignations and removals. Trustees shall be elected yearly and by Paws and Prayers Volunteers. Trustee positions will be filled by the Board members during the year upon resignation or removal.

Any Director or Board Member may be removed, with or without cause, by a majority vote by the Board. Nominations for new Board Members may be received by the Secretary two weeks in advance of the annual Board Meeting which shall be held between November 1 to December 31 of the year. These nominations shall be sent out to the Board Members or shall be given orally at the Meeting. Board Members shall vote on submitted names and winners shall be chosen by majority vote.

Board Members hold a two year office term. Board Members are eligible for re-election. There shall be no limit on the number of terms served.

Section 3: *Directors of the Board, Duties:* There shall be nine (9) Directors of the Board (also referred to as Directors or Officers), consisting of a President, Vice

President, Secretary, Treasurer and five (5) standing Board Members. Officers of the Organization shall, unless otherwise provided by the Board, have such powers and duties as generally pertain to their respective offices. Directors shall have the right to act in such ways to reasonably serve the best interests of the Organization and not as representatives of their employers, or any other organizations or constituencies. Their duties are as follows:

The President will be the Chief Executive Officer (CEO) of the Organization. He/She shall be in charge of all of its activities and business. The President shall serve as a Director of the Board. All other officers and members shall report to the President or his or her delegate. The President will be empowered to call special meetings of the Board as set forth herein, and shall be entitled to attend any meeting of any committee. The President shall discharge all other duties as may be required by these Bylaws, as well as all duties that may from time to time be assigned by the Board.

The Vice President shall serve as the President's delegate, as well as preside in the President's absence. The Vice President shall also assume the responsibilities of any other officer when such officer is absent, subject however to the control of the Board, and such other duties and he/she shall from time to time be assigned.

The Secretary shall keep the minutes of the Board and shall keep notations of all motions and votes done at meetings, per phone calls and/or internet communication. He/she shall see that all notices are duly given in accordance with **Article VII, Section 3** of these Bylaws or as required by law. The Secretary must assure that corporate records are properly maintained, as well as distribute copies of the minutes, and the agenda, to each Board member. The Secretary shall perform all duties incident to the office of the Secretary, subject however, to the control of the Board, and such other duties that shall from time to time be assigned to him or her by the Board.

The Treasurer shall manage all financial affairs of the organization. He or she shall be responsible for all funds, properties, and securities held by the Organization. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Organization, as well as record the deposits of all monies and other valuable effects of the Organization. The Treasurer, serving as Chair of the Finance Committee, shall provide a monthly financial report to all Directors. He/she shall at all reasonable times exhibit his or her books and accounts to any Officer or Director of the Organization, or when requested by a Director. He/she shall perform all duties incident to the office of the Treasurer, subject, however, to the control of the Board, and such other duties that shall from time to time be assigned to him or her by the Board.

Board Members shall assist as head of committees which shall include but not be limited to Fund Raising, Public Relations, Community Education and Community Outreach. When Possible, they shall also be responsible for Dog and/or Cat Intake Logs and assignments.

Section 4: Vacancies: A vacancy or vacancies in the Board of Directors shall be deemed to exist in the case of the death, resignation, or removal of any Director, if the authorized number of Directors is increased, convicted of a felony, or incarcerated for more than 90 days as a result of a criminal conviction. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next meeting, however, if the next regular meeting is further than two (2) weeks away a Special Meeting may be called in compliance with **Article VII, Section 2**. These vacancies will be filled only to the end of the former Board member's term.

Section 5: Resignations: Any Director of the Board may resign at any time by presenting written notice to the Secretary. Such resignation shall take effect at the time specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The successor shall be selected by the rules set forth in **Article V, Section 4**, including a simple majority vote of the remaining Directors of the Board.

Section 6: Termination, Absences: Any Director of the Board may be removed with or without cause by a majority vote of all Directors of the Board then in office, provided, however, that the Director who is subject to removal action shall not be entitled to vote on such an action or be counted as a Board member when calculating the majority vote. If a Board Member misses three Board Meetings without excuse accepted by the Board in a year, Board Member will be seen as resigning the position.

ARTICLE VI - PAID POSITIONS

Section 1: An Executive Director shall be hired by the Board as a paid position to work collaboratively with the Board of Directors in leading the transformation of Paws and Prayers, Inc., to a more mature organization capable of delivering a long term vision. Specifically, h/she will ensure that Paws and Prayers, Inc.'s fiscal, operations, fundraising, marketing, human resource, technology, and programmatic strategies are effectively implemented across all segments of the organization.

Section 2: All compensation will be at an amount determined by the Board of Paws and Prayers based on available revenues but will not exceed 110% of the median rate of other nonprofit organizations in the area. Rates shall also be based on background, education and experience. Prevailing market rates shall

be looked at yearly. Final approval of pay and any benefits shall be made by the Board of Directors and shall be approved by a simple majority of said Board. The Treasurer shall provide compensation to the Director on a bi-weekly basis and shall complete a W-2 form for the Executive Director in a timely manner.

Section 3: The Board by a simple majority shall also compensate other individuals who shall work as independent contractors for needed services to include but not be limited to veterinary technicians who perform heartworm testing, clerical workers who perform secretarial duties, trainers who assist in adoptive homes, and other parties who perform needed duties. This will be per job and the parties shall not be considered employees of Paws and Prayers, Inc. but independent contractors. The Treasurer with the assistance of an accounting firm shall complete a 1099 for independent contractors who qualify for one per Internal Revenue Service rules.

ARTICLE VII - COMMITTEES & ADVISORS

Section 1: *Executive Committee:* The President, Vice President, Treasurer, and Secretary shall serve as the members of the Executive Committee. The Executive Committee alone shall not have the power to amend the Articles of Incorporation of Bylaws, as stated in **Article IV, Section 1**. The Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board, provided, however, that the fundamental and basic purposes of the Organization declared in **Article I, Section 2** are respected.

Section 2: *Finance Committee:* The Treasurer is chair of the Finance Committee, which includes the Fundraiser Committee Chairperson and one other Board member. The Finance Committee is responsible for developing and reviewing all financial matters, a fundraising plan, and the annual budget for the Organization. The Financial Committee shall cause the annual report, showing income, expenses, and pending income, to be prepared and sent to each Director of the Board, and to such other persons as the Board may designate. All expenditures must be within the budget; however the budget and expenditures shall be subject to approval by the Board of Directors (with the exception of medical care for the animals which shall be paid on a regular basis). Any major change in the budget must be approved by the Board or the Executive Committee. The financial records of the Organization are public information and shall be made available to any Contributors, Associates, members of the Board, and the general public.

Section 3: *Other Committees:* The Board may create committees as needed. The Board shall hold a simple majority vote on the creation of all committees and appointing any/all necessary committee members. These shall include but not be limited to Finance, Fundraising, Public Relations, Community Education,

Personnel, Marketing, Foster, Grant Writing, Strategic Planning, and Community Outreach. All Committees will submit a report at each Board Meeting (if not in person, report shall be in writing). All Committees shall meet quarterly. Times will be set by Committee Chair Persons. Chair Persons may be removed by the Board based on just cause to include missing Committee Meetings.

Section 4: *Advisors*: The Board may appoint from time to time any number of persons as advisors of the Organization. Each such advisor may be appointed to act either singly or as a committee. Each such advisor shall hold office only during the pleasure of the Board. Advisors shall have only such authority or obligations as the Board may determine. No advisor of the Organization shall receive a salary for services provided to the Organization, however, the Board shall be authorized and empowered to pay reasonable compensation for services rendered (i.e. dog behaviorist, lawyer), or reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Organization, and furthermore the improvement of the health, safety, and well being of the animals. Advisors shall be members of the Community who shall meet quarterly with the goal of assisting the Board in it's functions including but not limited to Fundraising, animal care, animal adoption, and community outreach (Advisors shall include but not be limited to Veterinarians, Dog Behaviorists, Business Representatives, Community Sponsors, etc.)

ARTICLE VIII - MEETINGS

Section 1: *Regular Meetings*: Regular meetings of the Board will be held on dates to be determined by the President or Executive Committee. To the extent of practicality, regular meetings may be held in different locations or to include Directors participating via the Internet and/or telephone. Regular meetings are to be held on a regular basis. The Secretary shall cause the organization and distribution of all Board meeting announcements before every regular meeting. All Board Meetings will be open to Volunteers and the Public with the exception of Executive Sessions.

Section 2: *Special Meetings*: Special meetings of the Board may be called by or at the request of the President, the Executive Committee, or one-quarter (1/4) of the Directors of the Board. The call for a special meeting shall be made by the Secretary, subject to the regulations set forth in **Article VIII, Section 1**.

Section 3: *Notice of Meetings*: Board announcements including notice of time and place of all regular meetings will be delivered personally, by telephone, electronic mail, or sent by first-class mail. In the event of all regular meetings the notice may be mailed. The Board announcement or Special Meeting notice is delivered personally, by telephone, facsimile, or electronic mail it is to be delivered at least forty-eight (48) hours before the time and day the meeting is to

be held. Notice will be sent by email by Committee Chairpersons to all Board Members and volunteers in the same manner for Committee meetings.

Section 4: *Quorum*: At all regular and special meetings of the Board, presence of a majority of the total number of the entire Board, then in office, shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, within these bylaws, or by law. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting to another place, time, or date with or without notice. If the meeting is adjourned for more than twenty-four (24) hours, the Secretary shall cause notice to be given to those Directors not present at the meeting at the time of adjournment.

Section 5: *Action Without Meeting*: Actions required or permitted to be taken by the Board or a Committee of the Board may be taken without a meeting. All of the Directors entitled to vote thereat must, individually or collectively, consent in writing to such action. Such written consent or consents shall be filed, with the minutes of the proceedings, to the Secretary, who in return shall notify and file such actions to the Board. Written consent filed by the Board shall have the same force and effect as the unanimous vote of such Directors.

Section 6: *Electronic Mail, Telephone Meetings*: As permitted under applicable law, communication by electronic mail shall be considered equivalent to any communication otherwise required to be in writing. The Organization shall take such steps as it deems appropriate, under the circumstances, to assure itself that communications by electronic mail are authentic. Board members shall also be permitted to participate in meetings of the Board through telephone communication if such can be arranged so that all Board members can hear all other members. The use of a telephone for participation shall constitute presence in person.

Section 7: *Internet Meetings*: Board members shall also be permitted to hold meetings of the Board through Internet communication if such can be arranged so that all Board members shall participate. An Internet chat area will be used for the purpose of any/all Internet meetings. The Organization shall take such steps as it deems appropriate, under the circumstances, to assure itself that communications via internet chat are authentic. The use of the Internet for participation shall constitute as an official meeting and the Secretary shall record the minutes of the meeting as such.

Section 8: *Presumption of Assent*: Any Board member present at a Board or Committee meeting at which action on any matter is taken shall be presumed to have assented to the action taken. He or she has the right to dissent or abstain from any action; however it must be entered in the minutes of the meeting. Such Director shall also be allowed to file a written dissent or abstention to such action

with the person acting as the Secretary of the meeting before the adjournment thereof, or forward such disagreement or abstention by registered mail to the Secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to any Board member who voted in favor of such action.

ARTICLE VIX – GENERAL PROVISIONS

Section 1: *Contracts*: No officer, agent, Director, or Board member shall have any power or authority to enter into any contract, render it liable for any debts or obligations, execute, or deliver any instrument in the name of, or on behalf of the Organization. The Board may however, authorize any Director or Directors, agent

or agents, to take such actions. Such authority may be general, or confined to specific instances. In the absence of a contrary Board authorization, contracts and instruments may only be executed by the President, Vice President, Treasure and Secretary serving as the Executive Committee.

ARTICLES X- BOOKS, RECORDS, & REPORTS

Section 1: *Permanent, Corporate Records*: The Organization shall keep current and correct records of the accounts, minutes of the meetings and proceedings, Foster Home Membership and records of all Board membership, past and present, of the Organization. Such records shall be kept at the registered office or the principal place of business of the Organization. Any such records shall be in written form or in a form capable of being converted into written form. The Board shall publish, at least annually, a report describing its activities, including a financial statement, and a description of any payments made by the Organization to Directors, including all reimbursements of expenses.

ARTICLE XI - RIGHTS OF INSPECTION

Section 1: *Inspections*: Every Board member shall have the right at any reasonable time, and on written demand stating the purpose thereof, to examine and make copies of/from the relevant books and records of, accounts, minutes, and bylaws of the Organization. Each such Director shall also have the right at any reasonable time to inspect the physical properties of the Organization. The Organization must establish reasonable procedures to protect against the inappropriate disclosure or release of confidential information.

ARTICLE XII - FISCAL YEAR

Section 1: *Fiscal Year*: The fiscal year shall be the calendar year. The fiscal year for the Organization shall end December 31.

ARTICLE XIII – FINANCIAL MATTERS

Section 1: *Deposits:* All funds of the Organization not otherwise in use will be deposited to the credit of, or in the name of the Organization. The Board may from time to time deem any/all of the following as desirable ways to employ such monies: banks, trust companies, investments, or other depositories.

Section 2: *Investments:* The funds of the Organization may be employed in whole, or in part, to cash or be invested or reinvested in such properties, stocks, bonds, or other such securities as the Board may from time to time deem desirable. The Incorporators of this Organization do not see this as the norm but would like an instrument if the Organization would receive sizeable donations.

Section 3: *Loans:* There shall be no loans made by, or to this Organization, and no evidences of indebtedness will be issued in its name unless authorized by a simple majority vote of the Board. In the absence of a contrary Board authorization, the Executive Committee shall assume the right, provided, however, that no loans will be made by the Organization to any of its Directors, Officers, agents or Board members.

Section 4: *Checks:* All forms of checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness, issued in the name of the Organization, will be authorized by the Treasurer and signed by such Director or Directors of the Board, as shall from time to time be determined by resolution of the Board.

ARTICLE XIV – CORPORATE SEAL

Section 1: *Corporate Seal:* The seal of the Organization shall be circular in form and shall bear the name of the Corporation and words and figures showing that it was incorporated in the State of Ohio and the year of incorporation (April of 2001).

ARTICLE XV – INDEMNIFICATION

Section 1: *Terms of Indemnification:* The Organization may; to the fullest extent, now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he/she (or a person of whom he/she is the legal or personal representative or heir or legatee) is or was a Director, Officer, employee, Associate, Contributor, or any other agent of the Corporation, or of any other organization served by him/her in any capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses; including attorneys' fees.

ARTICLE XVI - DISSOLUTION

Section 1: *Dissolution*: Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to a like-purposed rescue group or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction in which the principal office of the Organization is then located, exclusively for such purposes, or to such organizations, as the Court of Competent Jurisdiction shall determine, which is operated exclusively for such purposes.

ARTICLE XVII – AMENDMENTS

Section 1: *Amending Bylaws*: The Articles of Incorporation or Bylaws of the Organization may be altered, amended, or repealed, and new Bylaws adopted only upon acting by a simple majority vote of all Directors of the Board, except as otherwise provided in the Articles of Incorporation, or these Bylaws. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements. These Bylaws were amended at a meeting of the Board of Directors of Paws and Prayers, Inc. on the _____ day of _____, 2014.

_____, PRESIDENT

_____, VICE PRESIDENT

_____, TREASURER

_____, SECRETARY

_____, Board Member

_____, Board Member

_____, Board Member

_____, Board Member

_____, Board Member