

**BY-LAWS
OF
PET-ASSISTED VISITATION VOLUNTEER SERVICES, INC.
d/b/a
PAWS FOR PEOPLE, INC. (as of 9/13/23)**

ARTICLE I - NAME AND MISSION

SECTION 1. INCORPORATION. ---The organization was incorporated as Pet-Assisted Visitation Volunteer Services, Inc., doing business as PAWS for People (the "Corporation.")

SECTION 2. REGISTERED OFFICE. ---The registered office shall be established and maintained at **720 Yorklyn Road, Unit 5, Hockessin, Delaware 19707** in the County of New Castle, by the Corporation's registered agent, Delaware Incorporating Company.

SECTION 3. OTHER OFFICES. ---The Corporation may have other offices, either within or without the State of Delaware, at such place or places as the Board of Directors may from time to time appoint or the business of the Corporation may require.

SECTION 4. MISSION. ---PAWS for People is a nonprofit organization committed to improving the lives of people in our community by lovingly providing individualized, therapeutic visits with our specially trained volunteers and their certified gentle, affectionate pets.

ARTICLE II – DIRECTORS

SECTION 1. GENERAL. --The business and affairs of the Corporation shall be managed by the Board of Directors ("Board.") The Board's primary responsibilities to the Corporation shall be (a) to elect the Board's Officers and Directors, (b) to review, approve (by vote) and oversee the corporation's budget, and (c) to perform those other duties that may be required for the well-being of the Corporation in the pursuit of its stated mission.

SECTION 2. NUMBER AND TERM. --The number of Directors shall be not more than seventeen (17) and not less than nine (9). The Directors shall be elected in accordance with Section 13 hereof and shall be elected to serve a maximum of three three-year terms (or for such shorter terms as are designated by the Board in order to maintain the near equality of class size), except that Lynne Robinson, as the founder of the Corporation, may serve as a Director without regard to the three-term limitation. After serving three consecutive three-year terms, Directors must rotate off the Board for a minimum of one year. As stated in Article VI hereof, the Advisory Council Chair shall, upon election by the Board, serve as a Director as long as she/he is Advisory Council Chair, subject to the term limits set forth herein. For the purpose of staggering their terms of office, the Directors shall be divided into three classes as nearly equal in number as may be possible and the term of office of the several classes shall expire in successive years.

SECTION 3. RESIGNATIONS. ---Any Director, member of a committee, or other Officer may resign at any time. Such resignation shall be made in writing (including electronically), and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Chair or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

SECTION 4. VACANCIES. ---If the office of any Director, member of a committee or other Officer becomes vacant, the remaining Directors in office, though less than a quorum by a majority vote, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until his/her successor shall be duly chosen.

SECTION 5. REMOVAL. --Any Director may be removed either for or without cause by the Board subject to the voting procedures in Article II Section 12. Any Director absent from three consecutive Board meetings may, unless excused by the Board, be removed by vote of the Board.

SECTION 6. INCREASE OF NUMBER. ---The number of Directors may be increased by amendment of these By-Laws in accordance with Article VIII hereof.

SECTION 7. COMPENSATION. ---Directors shall not receive any salary for their services as Directors or as members of committees, nor shall Directors be reimbursed for their expenses for attendance at meetings. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity as an Officer, agent or otherwise and receiving compensation therefore for those services, so long as there is strict adherence to the Corporation's conflict of interest policy and any such service is approved by the Board in advance. Nothing herein contained shall be deemed to allow the Corporation to violate any laws or regulations promulgated concerning maintaining non-profit status.

SECTION 8. ACTION WITHOUT MEETING. ---Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board, or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

SECTION 9. INDEMNIFICATION. ---The Corporation shall indemnify to the full extent permitted by law any person who is made a party to any action, suit, or proceeding by reason of the fact that he or she is or was a Director and/or Officer of the Corporation, including, but not limited to matters where said Director or Officer was acting as an employee or agent of the Corporation.

SECTION 10. QUORUM. ---Except as otherwise required by law, by the Certificate of Incorporation or by these By-Laws, the presence of a majority of the members of the Board shall constitute a quorum at all meetings of the Board. A meeting of the Board can occur in person or

through other contemporaneous means where all present members can participate in the conversation. In case a quorum shall not be present at any meeting, a majority of the Directors present shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite number of Directors shall be present.

SECTION 11. ATTENDANCE BY CONFERENCE TELEPHONE, ETC. ---Members of the Board or any committee designated by the Board may participate in a Board or committee meeting by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at the meeting.

SECTION 12. VOTING. ---In accordance with the terms and provisions of the Certificate of Incorporation and these By-Laws each member of the Board shall be entitled to one vote. Votes can be open or anonymous, at the discretion of the Chair. Except as otherwise provided by the Certificate of Incorporation, these By-Laws or the laws of the State of Delaware, all questions that come before the Board shall be decided as follows:

(A). Provided there is a Quorum, votes can occur at any regular meeting of the Board or at any special meeting of the Board, if notice thereof is contained in the notice of such special meeting. These votes will be decided by a majority vote of the Directors present in the meeting unless a Super Majority is required herein.

(B) Votes can be initiated at any regular meeting of the Board or at any special meeting of the Board and, if agreed by a majority of the Directors present, can be subsequently completed electronically outside of the Board Meeting. These votes will require unanimous participation of Directors and will be decided by a majority vote of the Directors unless a Super Majority is required herein.

(C) Votes can be initiated by the Chair of the Board outside of a Board meeting and be completed electronically outside of a Board meeting. Votes initiated and performed outside of a Board meeting require unanimous participation and unanimous consent to be approved.

(D) Electronic and anonymous voting will be performed in accordance with the current PAWS Online Voting Process approved by the Board of Directors. The results of any vote that occurs outside of a meeting of the Board will be shared with the Board electronically and recorded in the minutes of the meeting of the Board that occurs after the vote.

(E) For the purpose of voting a super majority (“Super Majority”) is defined as at least two thirds of the current Directors.

SECTION 13. ELECTION OF DIRECTORS. ---Directors shall be elected by the Board subject to the voting procedures in Article II Section 12.

ARTICLE III - MEMBERSHIP OF THE CORPORATION

SECTION 1. DIRECTORS AS MEMBERS ---The Directors of the Corporation shall constitute the entirety of the members of the corporation for all purposes under the law and the Corporation shall have no members who are not Directors.

ARTILE IV - OFFICERS

SECTION 1. OFFICERS. ---The officers of the Board (“Officers”) shall consist of a Chair, Vice-Chair, Treasurer, and Secretary, and shall be elected by the Board and shall hold office for a two-year term from the date of election. The Chair, Vice-Chair, and Treasurer must be Directors. The Secretary need not be a Director. More than two offices may be held by the same person.

SECTION 2. OTHER OFFICERS AND AGENTS. ---The Board may appoint and elect such other Officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such power and perform such duties as shall be determined from time to time by the Board.

SECTION 3. CHAIR. ---The Chair shall serve in a leadership capacity to the Board, preside at all Board meetings and perform such other duties which, from time to time, may be assigned by the Board.

SECTION 4. VICE-CHAIR, ---The Vice-Chair shall have such powers and shall perform such duties as shall be assigned to him/her by the Board. In the absence or disability of the Chair, the duties of that office shall be performed by the Vice-Chair. The Vice-Chair shall serve on the Advisory Council unless the Chair designates another Board member to serve.

SECTION 5. TREASURER. ---The Treasurer shall be the primary contact between the Corporation's staff and the Board with respect to the Corporation's financial matters. The Treasurer shall be knowledgeable of the financial books and records of the Corporation, meet regularly with staff responsible for keeping those books and records, and monitor the completion of required financial reporting forms. The Treasurer shall review the Corporation's annual budget and facilitate its review and approval by the Board. At regular meetings of the Board, or as requested by the Board, the Treasurer shall report on the actual revenue and expenses incurred against that annual budget, as well as any key financial events, trends, concerns, or other items of significance in relation to the Corporation's fiscal condition.

SECTION 6. SECRETARY. ---The Secretary shall give, or cause to be given, notice of all meetings of the Board, and all other notices required by law or by these By-Laws, and in case of his/her absence or refusal or neglect so to do, any such notice may be given by any person thereunto directed by the Chair, or by the Directors upon whose requisition the meeting is called as provided in these By-Laws. He or she shall prepare minutes of the meetings of the Board in a book or a designated digital repository to be kept for that purpose. He/she shall keep in safe custody the seal of the Corporation, and when authorized by the Board, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his/her signature or by the signature of any Assistant Secretary.

SECTION 7. EXECUTIVE DIRECTOR. ---The Board shall hire an Executive Director who shall serve at the will of the Board and shall be compensated in amounts to be determined by the Board and periodically reviewed. The Executive Director shall be the Chief Executive Officer of the Corporation and shall have the general powers and duties of supervision and management usually vested in the Executive Director of a non-profit corporation. The Executive Director shall have general supervision, direction and control of the business (daily and otherwise) of the Corporation except as the Board shall otherwise direct. He/she may execute bonds, mortgages and other contracts on behalf of the Corporation, and shall cause the seal to be affixed to any instrument requiring it.

SECTION 8. MAINTAINING NONPROFIT STATUS. ---Nothing herein contained shall be deemed to allow the Corporation to violate any laws or regulations promulgated concerning maintaining non-profit status.

ARTICLE V - COMMITTEES OF THE BOARD

SECTION 1. GENERAL

(A). Each committee of the Board, except the Executive Committee, shall be headed by a committee chair appointed by the Board Chair, subject to the approval of the Board, and each committee chair shall have the power to make rules for the governance of such committee.

(B). The members of each committee, other than the Executive Committee, shall be selected by the committee chair, who shall advise the Board promptly of the composition of such committee.

(C). The Board shall have the power to revise and amend the decision of any committee.

SECTION 2. STANDING COMMITTEES---The standing committees shall be as follows:

(A). Executive Committee. There shall be an Executive Committee of the

Board consisting of the Chair, Vice-Chair, Treasurer and other members of the Board as the Chair may appoint. This committee may have and exercise all the powers of the Board, including the management of the business and affairs of the Corporation when, in its judgment, it is not reasonable or expedient to call a special meeting of the Board. The Executive Committee, at each Board meeting, shall report on every action taken by it since the previous Board meeting.

The Executive Committee shall conduct an evaluation of the Executive Director's performance at least annually and make a recommendation to the Board as to the appropriate compensation for the Executive Director.

The Board Chair shall serve as the chair of the Executive Committee and shall preside when present, and in his/her absence, the Vice-Chair shall preside.

(B). Finance Committee. This committee shall be chaired by the Treasurer and shall provide oversight of the financial operations of the Corporation and shall report to the Board at each Board meeting.

(C). Nominating Committee. This committee shall be responsible for Board development, including the recruitment, nomination and development of Board members. The Nominating Committee will present its nominations of new Directors and incumbent Directors for election to the Board at the final Board meeting of each calendar year, or at interim Board meetings if vacancies on the Board exist.

The Nominating Committee shall nominate Officers of the Board and shall have obtained the consent of each nominee to stand for office and a commitment to serve if elected. Election of the Officers shall take place at the final Board meeting of the calendar year if an Officer's term has expired or at an interim Board meeting if a vacancy exists. Those elected shall take office immediately upon being elected and serve until the election of their successors.

Nothing herein shall be construed as precluding nominations with the consent of the nominee by any member of the Board at a Board meeting at which election is to be held to fill Board vacancies or to elect Officers.

(D). Financial Development/Fundraising Committee. This committee shall be responsible for developing sources for financial support for the Corporation and assisting staff in their efforts to develop such sources and raise funds.

(E). Marketing Committee. This committee shall be responsible for developing and implementing strategies for the effective promotion of the Corporation and its services to the general public, users and prospective users of those services and persons who may be interested in providing those services or supporting the Corporation in other ways.

(F). Events Committee. This committee shall, together with the staff, be responsible for planning and implementing corporation events.

SECTION 3. OTHER COMMITTEES. ---There shall be such other committees as the Board shall deem advisable and subject to such regulations as the Board shall adopt. The

committees established under this section shall be reviewed at least annually to assure their continued relevance to the Corporation's goals.

ARTICLE VI – ADVISORY COUNCIL

SECTION 1. CHARTER. ---The Advisory Council will be governed by an Advisory Council Charter that may be altered, amended and/or repealed by the Board subject to the voting procedures in Article II Section 12.

SECTION 2. ADVISORY COUNCIL CHAIR. ---The Board shall elect an Advisory Council Chair who will serve as the leader of the council. The election and removal of the Advisory Council Chair will be done as defined in Article II in its entirety. As stated in Article II, Section 2 hereof, the Advisory Council Chair shall, upon election by the Board, serve as a Director as long as she/he is Advisory Council Chair. The Advisory Council Chair shall be elected to serve a maximum of four two-year terms.

SECTION 3. ADVISORY COUNCIL MEMBERSHIP. --- Members of the Advisory Council shall possess the desire to support the mission of the Corporation by providing expertise and professional knowledge. The Advisory Council's members shall be elected, removed and serve as defined in the Advisory Council Charter. Members of the Advisory Council, other than the Advisory Council Chair, shall have no duties, voting privileges nor obligations for attendance at regular Board meetings. Advisory Council members may attend said meetings at the invitation of a Director.

ARTICLE VII

SECTION 1. CERTIFICATES OF STOCK. ---This is a non-stock corporation.

SECTION 2. SEAL. ---The Corporate Seal shall be circular in form and shall contain the name of the Corporation, the year of its creation and the words "CORPORATE SEAL DELAWARE." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

SECTION 3. FISCAL YEAR. ---The fiscal year of the Corporation shall be determined by resolution of the Board.

SECTION 4. CHECKS. ---All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Officer or Officers, agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board.

SECTION 5. NOTICE AND WAIVER OF NOTICE. ---Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his or her address as it appears on the records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing.

Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation of the Corporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed proper notice.

SECTION 6. NONPROFIT STATUS ---Nothing herein contained shall be deemed to allow the Corporation to violate any laws or regulations promulgated concerning maintaining non-profit status.

ARTICLE VIII - AMENDMENTS

These By-Laws may be altered, amended and/or repealed, and further By-Laws may be made subject to a Super Majority following the voting procedures in Article II Section 12.

Nothing herein contained shall be deemed to allow the Corporation to violate any laws or regulations promulgated concerning maintaining non-profit status.

CHANGE LOG

- **December 1, 2021:** Board approved language to support the relaunch of the Advisory Council.
- **December 14, 2022:** Board approved changes to make By-Laws gender neutral, add the Advisory Council Chair to the Board of Directors, clarify the governance of the Advisory Council, and correct some grammar issues.
- **September 13, 2023:** Updated mission statement, clarified board meetings don't need to be in person, updated voting to allow for voting outside of a Board of Directors meeting, changed number of directors, removed references to Lynne Robinsons role of Executive Director, allow for storage of Board documents digitally, made Advisory Council more self-governing, fixed grammar issues.