

**AMENDED AND RESTATED BYLAWS
OF
DENVER PET PARTNERS**

ARTICLE I – GENERAL

Section 1. Corporate and Tax Status

Denver Pet Partners (the “Corporation”) is a nonprofit corporation incorporated under the Colorado Revised Nonprofit Corporation Act (the “Act”), and is an organization described in 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

Section 2. Principal Office

The principal office of the Corporation shall be located at the address designated as such in the online records of the Colorado Secretary of State. The Corporation may change the location of its principal office at any time by making the appropriate filing with the Colorado Secretary of State. The Corporation may have such other offices as the Board may designate or as the affairs of the Corporation may require.

Section 3. Registered Office

The Corporation shall have and continuously maintain in the State of Colorado a registered agent and a registered agent address, which shall be the street address and mailing address (if different) of the registered agent’s primary residence (for an individual) or usual place of business (for an individual or entity).

ARTICLE II – MEMBERSHIP

Section 1. Membership

The Corporation shall have no voting members. However, the Corporation may have such classes of nonvoting members as the Board of Directors may designate by resolution. Each class shall have the qualifications, rights, privileges, limitations and obligations determined by the Board; provided, however, that no members as such shall have the right to vote or otherwise participate in the management of the Corporation.

Section 2. Qualifications

Membership is open to any Pet Partner who is a member in good standing with the national Pet Partners®, and to any individual who accepts the operational guidelines of the Corporation and wishes to support the activities of the Corporation with his/her involvement, and in either case, who has paid the membership dues fixed pursuant to Section 3.

Section 3. Dues

Each member shall pay annual dues covering the period January 1 through December 31 of each year, or such other period of time as determined by the Board. The Board shall determine the annual dues for members, and may establish such rules and procedures for the manner and method of payment, the collection of delinquent dues and the proration or refund of dues in appropriate cases, as the Board deems necessary or appropriate. The Board may also waive the payment of dues in specific circumstances, in which case such

members will be deemed honorary members. Membership may include specific benefits as determined by the Board.

Section 4. Transfer of Membership

Membership is nontransferable. Members shall have no ownership rights or beneficial interests of any kind in the assets of the Corporation.

Section 5. Membership Code of Conduct

Members of the Corporation who are registered Pet Partners must adhere to the Code of Conduct defined by the national Pet Partners' Code of Ethics and the national Pet Partners Policies and Procedures, and demonstrate behavior consistent with the Core Values of the Corporation. Failure to adhere to the Code of Conduct may result in termination of membership.

Section 6. Anti-Discrimination

The Corporation is committed to providing an environment in which the opportunity to join the membership of the Corporation and provide AAA/T services to clients is available to all without discrimination. The Corporation does not discriminate on the basis of race, religion or belief, color, sex or sexual orientation, age, physical or mental disability, nationality, or ethnic or national origin.

This policy covers all aspects of involvement in the Corporation including, but not limited to:

- attendance at handler workshop training
- participation in handler/animal evaluations
- participation in Corporation-sponsored events and meetings
- participation in the delivery of AAA/T services to clients

ARTICLE III - BOARD OF DIRECTORS

Section 1. General Powers

The Board of Directors shall manage the business and affairs of the Corporation, which management shall include, without limitation, adopting goals, budgets and strategic plans to implement the mission and goals of the Corporation.

Section 2. Number and Qualifications

The number of directors of the Corporation shall be three (3) to nine (9) (exclusive of any ex officio directors). All officers must be natural persons who are age 18 or older.

Section 3. Election and Tenure

Directors shall serve initially for a 3-year term. Board member terms shall expire on the last day of the same month they were voted onto the board, 3 years in the future. Directors may be extended for additional 3-year terms based on the outcome of the extension process outlined below. There is no limit to the number of terms for which a board member may be extended.

Board Member Extension Process:

- (a) Three (3) months before the expiration of a board member's term, the board Chair will ask the expiring member if they are interested in being extended for an additional 3-year term
- (b) If the expiring member says "No" (not interested in extending), the board discusses an approach to filling the impending vacancy and the expiring board member rolls off when their term ends (unless they resign before the normal expiration date)
- (c) If the expiring member says "Yes" (interested in extending), the other board members conduct a private, anonymous vote to determine whether to offer an extension to the expiring board member. The final decision is based on a simple majority vote of the directors in office, excluding the expiring board member who will not participate in the voting process. When voting, board members should take into consideration how the expiring member has performed with respect to things such as: (i) the fiduciary duties of care, loyalty and obedience, (ii) adherence to, and support of, our mission, (iii) ability to work effectively and collaboratively as a team member, (iv) contribution toward the overall goals of DPP, (v) ability to take initiative, identify problems and propose/drive implementation of applicable solutions, and (vi) ability to conduct oneself with professionalism and support the high level of quality for which DPP has become known.
- (d) The result of the board vote is communicated to the expiring member by the board Chair. If the vote was not to approve the extension, the expiring board member rolls off when their term ends (unless they resign prior to the normal expiration date) and the board works to fill the impending vacancy. If the vote was to approve the extension, a new expiration date (3 years from the previous term end date) is updated in the Board Member Term Tracker and the board member continues in their current role. If the vote is a tie, the motion to extend is defeated and treated the same as non-approval.

Section 4. Ex Officio Directors

The Executive Director shall automatically be an ex officio director of the Corporation, with no voting rights, unless a tie-breaking vote is required, so long as he or she serves in such capacity.

Section 5. Removal

A director may be removed from office with or without cause by the vote of a majority of all directors then in office.

Section 6. Resignation

Any director of the Corporation may resign at any time by giving written notice to the Chair of the Board or the Secretary of the Corporation. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies

Any vacancy of an elected director may be filled by a majority vote of the remaining directors though less than a quorum. A vacant office that was held by an ex officio director shall remain vacant unless and until a successor satisfies the criteria for designation to such office. A director elected or designated to fill a vacancy shall hold the office for the unexpired term of his or her predecessor in office. Any directorship to be

filled by reason of an increase in the number of directors shall be filled by a majority vote of all directors then in office, and a director so chosen shall hold office until the next election of the group of directors for which he or she was chosen, and thereafter until his or her successor has been elected and qualified, or until his or her earlier death, resignation or removal.

Section 8. Meetings

A regular annual meeting of the Board shall be held during the month of September at the time and place determined by the Board, for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. The Board may provide by resolution the time and place for the holding of additional regular meetings, with a goal of at least one (1) meeting per quarter.

Special meetings of the Board may be called by or at the request of the Chair of the Board, the Executive Director or one-third of all directors. The person(s) authorized to call special meetings may fix the time and place for holding any special meeting called by them.

Section 9. Quorum

A majority of the number of directors in office immediately before a meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 10. Manner of Acting

Except as otherwise required by the Act, the Articles of Incorporation or these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 11. Action by Directors Without A Meeting

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if written notice (as described below) is delivered to each director, and each director, by the time stated in the written notice, either: (i) votes in writing for such action; or (ii) votes in writing against such action, abstains in writing from voting, or fails to respond, and in any case, also fails to demand in writing that action not be taken without a meeting. A director's right to demand a meeting is deemed waived unless the Corporation receives such demand by the time stated in the written notice. The written notice delivered to the directors must state: (i) the action to be taken; (ii) the time by which a director must respond; and (iii) that failure to respond by the time stated in the written notice will have the same effect as abstaining in writing and failing to demand a meeting. Written notice may also include such other matters as determined by the Corporation. Action is taken under this Section only if, at the end of the time stated in the written notice: (i) the affirmative votes in writing for such action received by the Corporation (and not revoked) equal or exceed the minimum number of votes that would be necessary to take such action at a meeting, assuming all directors then in office were present and voted; and (ii) the Corporation has not received a written demand by a director that such action not be taken without a meeting (other than a demand that has been revoked).

A writing by a director under this Section shall be in a form sufficient to inform the Corporation of the director's identity; the director's vote, abstention or demand; and the proposed action to which such vote, abstention or demand relates. All communications under this Section may be sent or received by the Corporation by electronically transmitted facsimile, email or other form of wire or wireless communication. For purposes of this Section, communications are not effective until received.

Unless the written notice states a different effective date, action taken pursuant to this Section shall be effective at the end of the time stated in the written notice for director response. A writing delivered under this Section may be revoked in the manner provided by the Act. All signed written instruments necessary to effect action under this Section shall be filed with the minutes of the meetings of the Board.

Section 12. Meetings by Electronic Communication

Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director so participating is deemed to be present in person at the meeting.

Section 13. Notice

Notice of each meeting of the Board stating the date, time and place of the meeting shall be given to each director at his or her business or residential address at least five days prior to the meeting, if the notice is given by first class, certified or registered mail, or at least two days prior to the meeting, if the notice is given by personal delivery, private carrier, telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each Director). If mailed, notice shall be deemed delivered the earlier of: (i) the date received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Notice transmitted by facsimile, electronic transmission or any other form of wire or wireless communication shall be deemed given when the transmission is complete. Oral notice shall be deemed given when communicated.

When notice is required to be given to any director under these Bylaws, a waiver in writing signed by the person entitled to that notice, whether before or after the meeting, shall be the equivalent of giving notice. Furthermore, attendance at any meeting shall constitute a waiver of notice unless at the beginning of the meeting or promptly upon the Director's later arrival, he or she objects to holding the meeting or transacting business because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.

Section 14. Presumption of Assent

A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the

action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 15. Compensation

Directors as such shall not receive salaries for their services unless otherwise stipulated by these Bylaws. By resolution of the Board of Directors, the directors may be paid their reasonable expenses, if any and if requested, pertaining to attendance at each meeting of the Board of Directors.

Section 16. Expected Behavior of Board Members

Board members shall actively support the mission of the Corporation and the membership, work collaboratively as a team, and behave in a civil and respectful manner at all times.

Section 17. Committees and Advisory Boards

By one or more resolutions or charters adopted by a majority of all directors then in office, the Board may establish such standing or ad hoc committees or advisory boards, composed of such members and having such officers as the Board may designate in the resolution or charter. The name, objectives and responsibilities of each such committee or advisory board shall be as set forth in the resolution or charter. The delegation of authority to any committee or advisory board shall not operate to relieve the Board or any director from any responsibility or standard of conduct imposed by law or these Bylaws. If any committee or advisory board has one or more members who are not then also directors of the Corporation, such committee or advisory board may not exercise any power or authority reserved to the Board by the Act, the Articles of Incorporation or these Bylaws. Further, no committee or advisory board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the Corporation unless express authority is provided in the charter or resolution establishing the committee or advisory board, or unless express approval is given by the Board or the Executive Director. Rules governing procedures for meetings of any committee or advisory board shall be the same as those set forth in these Bylaws or the Act for the Board, unless the Board determines otherwise in the resolution or charter establishing or governing such committee.

ARTICLE IV - OFFICERS

Section 1. Designation

The officers of the Board (the “Board Officers”) shall include a Chair of the Board, a Secretary, a Treasurer and such other officers and assistant officers as the Board may consider necessary or useful. The staff officers (the “Staff Officers”) shall include an Executive Director and such other officers and assistant officers as the Board may consider necessary or useful. One person may hold more than one office at a time. Board Officers shall be voting directors of the Corporation; Staff Officers need not be voting directors. All officers must be natural persons who are age 18 or older.

Section 2. Election and Term of Office

The Board Officers shall be elected by the Board of Directors at each annual meeting of the Board. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient and no later than the next regular meeting of the Board. Each Board Officer shall hold office from the end of the meeting at which he or she was elected until his or her successor has been duly elected or until his or her death or until he or she resigns or is removed in the manner hereinafter provided. The Staff Officers (including the Executive Director) shall be appointed by and serve at the pleasure of the Board.

Section 3. Powers and Duties

The powers and duties of the officers shall be as provided in this Section 3 and as otherwise provided from time to time by resolution or other directive of the Board of Directors. In addition, the officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to this Corporation.

Chair of the Board. The Chair shall preside at all regular and special meetings of the Board of Directors and shall authenticate by signature, when necessary, all acts, orders and proceedings of the Board. In addition, the Chair shall also act in the following capacities:

1. Serve as ex-officio member of all committees
2. Work in partnership with the Executive Director to make sure Board resolutions are carried out
3. Assist Executive Director in conducting new Board member orientation
4. Oversee searches for a new Executive Director
5. Report to the Board annually upon the performance of the Executive Director
6. Work to recruit new Board members
7. Act as an alternate spokesperson for the Corporation
8. Periodically consult with Board members on their roles and help them assess their performance.

Vice Chair. The Vice Chair, if any, shall preside and act in the absence or at the request of the Chair over the Board meetings.

Secretary. The Secretary shall be responsible for the minutes at each regular and special meeting of the Board and committees of the Board and shall notify officers and committee members of their elections or appointments. In addition, the Secretary shall:

1. Maintain all Board records and ensure their accuracy and safety
2. Assume responsibility of the Chair in the absence of the Chair and Vice Chair
3. Provide notice of meetings of the Board when such notice is required.

Treasurer. The Treasurer shall understand financial accounting for nonprofit organizations; serve as financial officer of the Corporation and as chairperson of the finance committee (if any); manage all financial matters of the Corporation; manage the Board's review of and action related to the Board's financial responsibilities; work with the Executive Director to ensure that the appropriate financial reports are made available

to the Board on a timely basis; assist the Executive Director in preparing the annual budget and presenting the budget to the Board for approval; and review the annual audit and answer Board member questions about the audit.

Executive Director. The Executive Director shall lead all Pet Partner activities and other activities of the Corporation to fulfill the direction of the Board of Directors. In addition, the Executive Director shall also act in the following capacities:

1. Serve as the chief executive officer of the Corporation, with general and active control of the Corporation's affairs and business and general supervision of its officers, agents, employees and volunteers
2. Serve as the chief operating officer of the Corporation, with general responsibility for all day-to-day operations of the Corporation (except to expressly delegated to other officers, agents, employees or volunteers of the Corporation)
3. Serve as ex-officio member on the Board of Directors and of all committees
4. Work in partnership with the Board Chair to make sure Board resolutions are carried out
5. Assist Board Chair in conducting new Board member orientation
6. Report to the Board annually upon the performance of the Corporation
7. Work to recruit new Board members
8. Act as spokesperson for the Corporation

Section 4. Salaries

The salary of officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the Corporation. There is no expectation implicit in this section that the Executive Director is entitled to any specific salary.

If the Executive Director is to be compensated, to the extent reasonably feasible, the Board (or any committee to which such authority has been delegated by the Board) shall obtain data on the compensation of officers holding similar positions of authority within comparable organizations, shall set the compensation based on such data and an evaluation of the Executive Director's performance and experience as related to the requirements of the position, and shall document the basis for the determination including the comparison data used, the requirements of the position, and the evaluation of the Executive Director's performance and experience. No payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under section 4958 of the Internal Revenue Code.

Section 5. Resignation, Removal and Vacancies

Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the Chair of the Board, the Secretary or the Executive Director. An officer's resignation shall take effect upon receipt unless the notice specifies a later effective date, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. An officer shall be deemed to have resigned in the event of his or her incapacity as determined by a court of competent jurisdiction. Any officer or agent may

be removed by the Board at any time, with or without cause, but removal shall not affect the contract rights, if any, of the person so removed. Election or appointment of an officer shall not itself create contract rights. A vacancy in any office, however occurring, may be filled by the Board for the unexpired portion of the term.

ARTICLE V - CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made to any director, officer or member of the Corporation by the Corporation.

Section 3. Checks, Drafts, or Orders

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 such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VI - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each calendar year.

ARTICLE VII - AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of all directors then in office.

ARTICLE VIII - INDEMNIFICATION

Section 1. Scope of Indemnification

The Corporation shall indemnify each person who is or was a director, officer or employee of the Corporation to the fullest extent permissible under the Act, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 1. Any repeal or

modification of this Section 1 shall be prospective only and shall not adversely affect any right or indemnification of any person who is or was a director, officer, employee or volunteer of the Corporation existing at the time of such repeal or modification. The Corporation shall have the right, but shall not be obligated, to indemnify any volunteer or agent of the Corporation not otherwise covered by this Section 1 to the fullest extent permissible under the Act.

Section 2. Savings Clause; Limitation

If any provision of the Act or these Bylaws dealing with indemnification is invalidated by any court on any ground, then the Corporation shall nevertheless indemnify each party otherwise entitled to indemnification under these Bylaws to the fullest extent permitted by any applicable provision of the Act or these Bylaws that is not invalidated. The Corporation shall neither indemnify any person nor advance expenses or purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the Corporation’s status as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under section 4958 of the Internal Revenue Code.

ARTICLE IX – CONFLICT OF INTEREST POLICY

The Board of Directors shall maintain in effect at all times a conflict of interest policy covering directors and officers of the Corporation, and such other persons as the Board may determine from time to time. Such policy shall satisfy the requirements of all applicable laws, including the Act and section 4958 of the Internal Revenue Code.

BYLAWS CERTIFICATE

The undersigned certifies that [he] [she] is the Secretary of Denver Pet Partners, a Colorado nonprofit corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective Bylaws of said Corporation.

Dated: _____, 20__.

Printed Name: _____
Secretary

Revision Log

Version	Revision Comment	Updated By
05-25-2013	Original Version	Karen Leaffer
09-02-2014	Amended Article III, Section 2 to increase the maximum number of board members from 8 to 9.	Ken McQuarrie
02-15-2020	Revised Article III (Board of Directors), Section 3 (Election and Tenure) to accommodate an unlimited number of 3-year term extensions for board members. Documented formal process for same. Approved by DPP Board at regular board meeting on 02-15-2020.	Ken McQuarrie