

**Bylaws of
FURRY FRIENDS PET ASSISTED THERAPY SERVICES
A Nonprofit Benefit Corporation**

Approved and adopted: March 9, 1992
Approved and Revised: November 06, 2000
Approved and Revised: December 10, 2004

NAME

The name of the organization shall be from the date of approval, **Furry Friends Pet Assisted Therapy Services**. It shall also be known by the acronym of "PATS" and "Furry Friends". All future references in this document to "PATS" or "the Corporation" or "Furry Friends" shall be meant to refer to Furry Friends Pet Assisted Therapy Services. PATS has also been known as "Pet Assisted Therapy Services" or "Furry Friends Foundation."

PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation is P.O. Box 5099, San Jose, CA 95150.

GEOGRAPHIC SCOPE AND RANGE

PATS shall operate within the Board approved counties in the state of California

CAPITAL POLICY

PATS shall be operated as a nonprofit organization. No residue from donations and/or income to PATS shall benefit any PATS board director, employee, independent contractor, or volunteer.

RULES AND REGULATIONS

All animal volunteers must have successfully completed an evaluation by a licensed veterinarian and be current on all vaccinations as required by the Furry Friend Board of Directors. All active volunteers must complete any prescribed training or certification as set forth in the Furry Friends Board of Directors policy guidelines.

MISSION

Furry Friends Pet Assisted Therapy Services' mission is to consistently facilitate the delivery of the love and affection of our volunteers and their pets. We enhance the lives and reopen the closed emotional doors of people with special needs.

BY-LAWS

I. MEMBERSHIP

A member of PATS is defined as a registered volunteer who actively attends PATS sponsored visits or events, is current with membership dues, is a PATS Team Captain, or a PATS's director or officer, and is at least 18 years of age or older. Active attendance is defined as having attended a PATS sponsored visit, event or board meeting four (4) times within the previous twelve (12) calendar months and at least one (1) time within the past

six (6) months. Only a majority vote by the Board has the authority to remove a member's membership status (or active membership status) upon the board's finding that said member violated any member policy approved by the Board in writing.

II. VOTING

Only the Board of Directors shall have the authority to propose, vote on, and ultimately approve any of the actions listed below:

- 1) Modify the PATS Bylaws
- 2) Modify the PATS Articles of Incorporation
- 3) Add or Remove an existing Board member
- 4) Add or Remove of an existing PATS Officer
- 5) Spend, commit, encumber, transfer or otherwise dispose of any financial asset of PATS

PATS members are authorized to propose a motion concerning a business need of PATS which is defined as any matter not listed above as exclusively within the authority of the Board ("Business Need"). PATS members can bring a motion to a vote of the full PATS membership concerning a Business Need of PATS only by submitting to the board of directors a proposal along with a petition signed by at least ten percent (10%) of PATS active members. The proposal and petition must be submitted via Certified US Mail, Return Receipt Requested. Within sixty (60) days of receipt of the proposal, the Board of Directors will mail out an invitation for a PATS meeting to be located within the County of Santa Clara to all active members. Within thirty (30) days of said mailing, if less than fifty percent (50%) of the active members RSVP via certified mail, then the meeting will not be held and the proposal will be dismissed with prejudice and may not be proposed again by any active member not on the board of directors for a period of one year.

If greater than 50% of the active members RSVP via certified mail that they plan to attend the meeting, then the meeting will be held within one hundred and twenty (120) days of the initial proposal. During the meeting, the Secretary will take roll of the meeting participants and attendees. If less than 50% of the active members are in attendance, then the meeting will be cancelled and the proposal will be dismissed with prejudice and may not be proposed again by any active member not on the board of directors for a period of one year. If greater than 50% of the members are present, the President will facilitate a reasonable discussion of the proposal. After a reasonable discussion period is complete, the President will call for a vote by written ballot of all active members present. The vote will be counted after all ballots are submitted. Only a majority of the active members can approve a proposed motion concerning a Business Need of PATS. Proxy voting is not permitted and physical attendance at the meeting is mandatory for an active member to be eligible to vote. If less than 50% of the active members vote in favor of the proposal, then the proposal will be dismissed with prejudice and may not be proposed again by any active member not on the board of directors for a period of one year.

III. DIRECTORS AND OFFICERS

PATS is governed by a volunteer Board of Directors. All references in this document to "Directors," "Board," or "the Board" shall refer to the Board of Directors of Furry Friends Pet Assisted Therapy Services.

A. Number of Directors.

The authorized number of directors of PATS shall be not less than three (3) and not more than fifteen (15).

B. Election of Directors: Term of Office.

Directors are elected for a term of two (2) years by a majority of the board of directors, starting in the month of December. One-half (1/2) of the needed directors, as nearly as may be, shall be elected each year. The president and secretary will be elected in December of odd years and the vice president and treasurer will be elected in December of even years. The board of directors may fill a vacancy occurring in the office of director for the balance of the unexpired term.

C. Resignation and Removal of Directors.

Any director may resign effective upon giving written notice to the president, the secretary or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation, in which case the resignation will not be effective until that time. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. The board of directors may declare vacant the office of a director who has been declared of unsound mind by a court of competent jurisdiction or if a director is convicted of a felony.

Any of the directors may be removed without cause by an affirmative vote of a majority of the total number of directors.

IV. MEETINGS

A. Meetings of the Board of Directors.

1. Regular meetings of the board of directors shall be held monthly, the time and place are to be specified by the board.
2. The president, vice president, the secretary or any two directors may call a special meeting of the board of directors.
3. Notice of all regular and special meetings of the board of directors shall be given. The notice may be in writing and mailed at least four days before the meeting. The notice may also be delivered personally or by telephone or electronic mail at least forty-eight (48) hours before the meeting.
4. Members of the board of directors may participate in a meeting through use of conference telephone or similar communications equipment. Participation in a meeting by this means constitutes presence in person at such meeting.

5. A majority of the directors constitute a quorum of the board of directors for the transaction of business.
6. A majority of the directors present, whether or not a quorum is present may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given, prior to the time of the adjourned meeting to the directors who were not present at the time of adjournment.

B. Required Vote of Board.

Every act or decision done or made by a majority of the board present at a meeting duly held at which a quorum is present is the act of the board of directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for the meeting.

Notwithstanding the forgoing paragraph, the following matters require the affirmative approval of a majority of all directors: adoption, amendment or repeal of bylaws, and appointment of the president.

C. Board Action by Unanimous Written Consent.

Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board individually or collectively consent in writing or via electronic mail to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent of all the members of the board shall have the same force and effect as a unanimous vote of such directors taken in person at a meeting.

D. Inspection Rights of the Board.

Every board member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation. Such inspection by a board member may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

V. OFFICERS

The officers of the corporation, who are also board members, are the President, Vice President, Secretary, and the Treasurer. The corporation may also have, at the discretion of the board of directors, any such other officers as may be appointed, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the bylaws or as the board of directors may from time to time determine.

Any number of offices may be held concurrently by the same person.

A. Duties of Officers.

In addition to the following-described duties, each officer of the corporation shall have such other powers as the board of directors or the bylaws may prescribe.

PRESIDENT. The president is the chief executive officer and general manager of the corporation. The president shall preside at all meetings of the members and of the board of directors. The president is authorized to sign all contracts, notes, conveyances and other papers, documents and instruments in writing in the name of the corporation.

VICE PRESIDENT. The vice president shall perform, under the direction of the president, duties and responsibilities in the management of the corporation or in one or more particular area of its management. In the event of the disability or absence of the president, the vice-president shall exercise the duties of the president.

SECRETARY. The secretary shall keep or cause to be kept the minute book of the corporation. The secretary shall sign in the name of the corporation, either alone or with one or more other officers, all documents authorized or required to be signed by the secretary.

TREASURER. The treasurer shall keep and maintain, or cause to be kept and maintained in accordance with generally accepted accounting principles, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, earnings, if any, and contributions. The books of account shall at all reasonable times be open to inspection by any director.

This officer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. He or she shall disburse the funds of the corporation as may be ordered by the board of directors and shall render to the president and directors, whenever they request it, an account of all of his or her transactions and of the financial condition of the corporation

B. Indemnification

Costs.

Expenses incurred in defending any proceeding brought against any director, officer, employee or independent contractor may be advanced by the corporation as authorized in Section 5238 of the California Corporations Code prior to the final disposition of such proceeding, upon receipt of an undertaking by or on behalf of the director, officer, employee or independent contractor to repay such amount unless it shall be determined ultimately that the director, officer, employee or independent contractor is entitled to be indemnified.

Insurance.

The corporation may purchase and maintain insurance on behalf of any director or officer of the corporation against any liability asserted against or incurred by the director or officer performing in such capacity or arising out of the director's or officer's status as such.

VI. RECORDS

A Minute Book.

The corporation shall keep or cause to be kept a minute book, which shall contain:

1. The record of all meetings of the board of directors including the date, place, those attending and the proceedings thereof, a copy of the notice of the meeting and when and how given, written waivers of notice of meeting, written consents to holding meeting, written approvals of minutes of meeting, and unanimous written consents to action of the board of directors without a meeting, and similarly as to meetings or written consents of the incorporation or incorporators of the corporation prior to the appointment of the initial board of directors.
2. A copy of the articles of incorporation and all amendments thereof and a copy of all certificates filed with the Secretary of State.
3. A copy of the bylaws as amended, duly certified by the secretary.

B. Budget.

The corporation shall prepare and record in the minute book an annual budget prior to the beginning of each fiscal year.

C. Annual Report.

Financial statements shall be prepared as soon as reasonably practicable after the close of the fiscal year. The financial statements shall contain in appropriate detail the following:

1. The assets and liabilities, including trust funds, of the corporation as of the end of the fiscal year. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
2. The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, during the fiscal year.
3. The expenses or disbursements of the corporation for both general and restricted purposes during the fiscal year.
4. Any report furnished to directors of the corporation which includes the financial statements prescribed by the foregoing paragraphs shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the corporation that

such statements were prepared without audit from the books and records of the corporation.

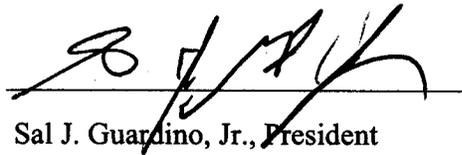
VII. AMENDMENT

The amendment of articles of incorporation is provided for by state law and requires the approval of a majority of the board of directors, and the filing of a certificate of amendment in the Office of the Secretary of State.

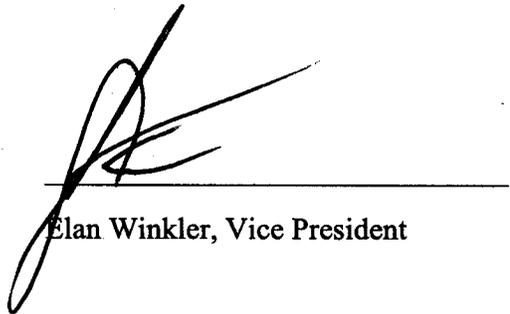
Certification

The undersigned, the unanimous Board of Directors of Furry Friends Pet Assisted Therapy Services, a California corporation, hereby certifies that the foregoing bylaws are the true and correct, duly adopted bylaws of the corporation, that such bylaws were amended November 06, 2000 and again on December 10, 2004, and that such bylaws include all amendments, if any, to the date of this certificate.

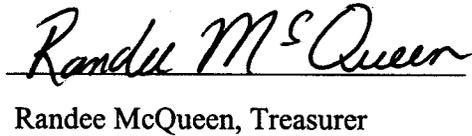
Dated: December 10, 2004.



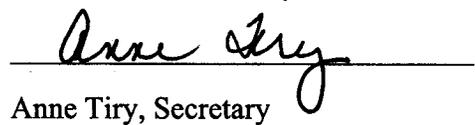
Sal J. Guardino, Jr., President



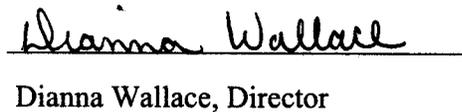
Elan Winkler, Vice President



Randee McQueen, Treasurer



Anne Tiry, Secretary



Dianna Wallace, Director