

# CANINE<sup>SM</sup> CONCIERGE

ON-DEMAND SMILE DELIVERY



## Bylaws of Canine Concierge Corporation

I. INCORPORATION. It is recognized that Canine Concierge Corporation (“Corporation”) is a duly organized corporation authorized to do business in Virginia by its Articles of Incorporation or similar registered documents and under State statutes.

a) **Statement Of Purpose.** Canine Concierge Corporation is a community-based nonprofit 501c(3) charitable organization whose fundraising achievements through philanthropists, grants, sponsors, and donations are directed to hospitals, nursing homes, rehabilitation facilities, senior citizens centers, and police stations, allowing them to reserve time with our specially trained and certified animal-assisted therapy (AAT) dogs and their handlers, free of charge.

II. ANNUAL MEETING. Meetings of Staff shall be held at the Corporation's principal office or at such a place that may be determined from time to time by the Director of the Corporation. The purpose of the annual meeting shall be to elect the Director and officers and to decide other business activities and decisions.

An annual meeting must be held within 13 months after its last meeting or organization. If an annual conference has yet to be held at such time, then any Staff or director may demand a meeting to be held within 30 days after notice has been completed.

III. SPECIAL MEETINGS. Unless otherwise prescribed by statute, special meetings of the Staff may be called by:

-Director

After a special meeting, the Director shall decide its time and place within five days of its demand.



IV. PLACE OF MEETINGS. The Director shall determine annual and special meetings. By default, such meetings shall take place at the Corporation's principal office. The staff of all classes and series may attend any meeting of the Corporation.

Such meetings may be attended:

-In-person at the Corporation's Principal Office

-By Remote Communication (phone, web, etc.)

All communication methods shall offer attending Staff the right to be present, vote on business matters, and provide consent or dissent for any actionable item.

V. DISSOLUTION. The Corporation may only be dissolved in the following ways:

-At the sole decision of the Director.

Upon the dissolution of the corporation, 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 the federal government, or a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

VI. NOTICE OF MEETINGS. Written notice shall be provided to each Staff of any meeting in which such Staff is permitted to vote and offer their consent or dissent for any actionable item. Such written notice shall detail the time, place, remote access (if available), and in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, written notice of any meeting shall be given at least ten days and at most 60 days before the meeting date.

Notice of any meeting can be sent to the Staff:

-E-Mail

-Mailing Address

-Fax

-Hand Delivered



VII. QUORUM. A quorum, which represents the required number of individuals to be present to hold an annual or special meeting, shall be:

-the Director present.

-51% of the Staff present.

Upon meeting the requirements of the quorum, the attending individuals of the meeting shall be able to act and make decisions for the Corporation.

VIII. ACTIONS OF THE CORPORATION. Actions made on behalf of the Corporation:

-Can be made with a Meeting. Any action required or which may be taken at any annual or special meeting must be taken with an arrangement under these Bylaws.

-Can be made without a Meeting. Any action required to be taken or which may be taken at any meeting, whether annual or special, may be taken without an appointment, without prior notice, and a vote, if consent is in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all Staff entitled to vote were present and voted.

IX. CORPORATE SEAL. The Corporation shall not have a corporate seal.

X. EXECUTION OF DOCUMENTS. All contracts, checks, drafts, demands for money, notes, and other legal instruments or rights of any nature of the Corporation may be signed by: -Director

XI. INDEMNIFICATION. Subject to any applicable statute, any Director or Officer of the corporation shall be fully indemnified and held harmless by the Corporation of the law. This includes but is not limited to a party to any action, suit, or proceeding because of being a testator or intestate representative, is or was a Director, Officer, Agent, or Employee of the Corporation. The Corporation shall provide reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with such action, suit, or proceeding. Notwithstanding the preceding, no indemnification shall be made by the Corporation of judgment or other final determination if the acts were committed in bad faith or resulted from active or deliberate fraud, dishonesty, or clear and gross negligence.

XII. AMENDMENTS. These Bylaws may be amended by:



-Director

XIV. DIRECTORS. The Director shall manage the Corporation.

- a.) Nomination. Each Director serves a term of perpetuity unless removed by the Staff for negligence or upon the Director's resignation.
- b.) Quorum. It is required that the Director be considered a quorum.
- c.) Regular Meetings. By resolution and after the annual meeting, the Director may provide a time and place to meet without notice other than that resolution.
- d.) Special Meetings. Special meetings may be demanded by any Officer or Director of the Corporation. Such demand must be made by submitting written notice via the United States Postal Service and providing at least five days' notice.
- e.) Remote Communication. One or more directors may participate in meetings by any means of communication, including videoconference, through which all participating directors can simultaneously hear each other during the session. Participation in this manner shall constitute presence in person at such meeting.
- f.) Conflict-of-Interest Statement.

Reason for Statement

CANINE CONCIERGE CORPORATION, as a nonprofit, tax-exempt organization, depends on charitable contributions from the public. Maintenance of its tax-exempt status is essential for its continued financial stability and for receiving gifts and public support. Therefore, the operations of CANINE CONCIERGE CORPORATION must first fulfill all legal requirements. They also depend on public trust and thus are subject to scrutiny by and accountability to both governmental authorities and members of the public.

Consequently, a fiduciary duty between CANINE CONCIERGE CORPORATION and its Director, officers, and management employees carries a broad and unbending duty of loyalty and fidelity. The committee, officers, and management employees are responsible for administering the affairs of CANINE CONCIERGE CORPORATION honestly and prudently and exercising their best care, skill, and judgment for the sole benefit of CANINE CONCIERGE CORPORATION. Those people shall exercise the utmost good faith in all transactions involved in their duties. They shall not use their positions with CANINE CONCIERGE CORPORATION or knowledge gained there for personal benefit. The organization's interests must have priority in all decisions and actions.

Persons Concerned



This statement is directed not only to Director members and officers but to all employees who can influence the actions of CANINE CONCIERGE CORPORATION. For example, this includes all who make purchasing decisions, all other persons who might be described as “management personnel,” and all who have proprietary information concerning CANINE CONCIERGE CORPORATION.

#### Key Areas in Which Conflict May Arise

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

- Persons and firms supplying goods and services to CANINE CONCIERGE CORPORATION
- People and firms from whom CANINE CONCIERGE CORPORATION leases property and equipment.
- Persons and firms with whom CANINE CONCIERGE CORPORATION is dealing or planning to deal in connection with the gift, purchase, or sale of real estate, securities, or other property
- Competing or affinity organizations
- Donors and others supporting CANINE CONCIERGE CORPORATION
- Recipients of grants from CANINE CONCIERGE CORPORATION
- Agencies, organizations, and associations that affect the operations of CANINE CONCIERGE CORPORATION
- Family members, friends, and other employees

#### Nature of Conflicting Interest

A conflicting material interest may be defined as direct or indirect interest with any persons and firms mentioned in Section *Key Areas in Which Conflict May Arise*. Such an interest might arise, for example, however.

1. Owning stock or holding debt or other proprietary interests in any third party dealing with CANINE CONCIERGE CORPORATION
2. Holding office, serving on the Director, participating in management, or being otherwise employed (or formerly employed) by any third party dealing with CANINE CONCIERGE CORPORATION
3. Receiving remuneration for services concerning individual transactions involving CANINE CONCIERGE CORPORATION
4. Using CANINE CONCIERGE CORPORATION’s time, personnel, equipment, supplies, or goodwill other than for approved CANINE CONCIERGE CORPORATION activities, programs, and purposes
5. Receiving personal gifts or loans from third parties dealing with CANINE CONCIERGE CORPORATION. Receipt of assistance is disapproved except for gifts of nominal value that could not be refused without discourtesy. No personal gift of money should ever be accepted.



## Interpretation of This Statement of Policy

The areas of conflicting interest listed in Section *Key Areas in Which Conflict May Arise* and the relations in those areas that may give rise to conflict, as detailed in Section *Nature of Conflicting Interest*, need to be completed. Disputes may arise in other areas or through other relations. It is assumed that the trustees, officers, and management employees will recognize and link such sites by analogy.

The fact that one of the interests described in Section *Nature of Conflicting Interest* exists does not mean necessarily that a conflict exists, or that the variance, if it exists, is material enough to be of practical importance, or if the material that upon full disclosure of all relevant facts and circumstances that it is necessarily averse to the interests of CANINE CONCIERGE CORPORATION.

However, it is the Director's policy that the existence of any of the interests described in Section *Nature of Conflicting Interest* shall be disclosed on a timely basis and always before any transaction is consummated. It shall be the continuing responsibility of the Director, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to make such disclosures immediately.

## Disclosure Policy and Procedure

Disclosure should be made according to CANINE CONCIERGE CORPORATION standards. Transactions with related parties may be undertaken only if all of the following are observed:

1. The organization's audited financial statements fully disclose a material transaction.
2. The related party is excluded from the discussion and approval of such transaction.
3. A competitive bid or comparable valuation exists; and
4. The organization's Director has acted upon and demonstrated that the transaction is in the organization's best interest.

Staff disclosures should be made to the chief executive (or if they are the one with the conflict, then to the designated committee), who shall determine whether a conflict exists and is material, and if the matters are material, bring them to the attention of the empowered committee.

Disclosure involving directors should be made to the designated committee.

The Director shall determine whether a conflict exists and is material. In an existing material conflict, the contemplated transaction may be authorized as just, fair, and reasonable to CANINE CONCIERGE CORPORATION. The Director's decision on these matters will rest in their sole discretion, and their concern must be the welfare of CANINE CONCIERGE CORPORATION and the advancement of its purpose.



- g.) Director Actions. The Director shall constitute a quorum for the business transaction. The act of a plurality of Directors present at any meeting at which a quorum is present shall be the act of the Director, except as provided by law, the Articles of Incorporation, or these Bylaws. Each Director present shall have one vote.
- h.) Removal. The Director shall not be removed, at any time, with or without cause, by the holders of a majority of the Staff attending a meeting for such a purpose.
- i.) Vacancies. Except as otherwise provided by law, any vacancy in the Director occurring because of an increase in the authorized number of Directors or because of the death, withdrawal, removal, disqualification, inability to act, or resignation of a Director shall be filled by most directors then in office. The successor shall serve the unexpired portion of the term of their predecessor. Any Director may resign by giving the Director or the Secretary written notice.
- j.) Committees. The Director, by resolution, may create one or more committees, each consisting of one or more Staff. Each such committee shall serve at the pleasure of the Director. All provisions under the Statutes and these Bylaws relating to meetings, action without meetings, notice, and waiver of notice, quorum, and voting requirements of the Director shall apply to such committees and their members.
- k.) Consent instead of Meetings. Any action required or permitted to be taken at any meeting of the Director or any committee thereof may be taken without a meeting of all members of the Staff or committee consent to it in writing, such writing or writings to be filed with the minutes of proceedings of the Director or committee.
- l.) Compensation. The Director shall have the authority to fix the compensation of the Director. A fixed sum and expenses of attendance may be allowed at each regular or special meeting of the Director, including their services as members of committees of the Director.

XV. OFFICERS. The officers of the Corporation shall be a Director, a Secretary, and a Treasurer, and other officers as the Director may occasionally appoint, including one or more Vice Directors and such other officers as it deems advisable. Each such officer shall exercise such powers and perform such duties as shall be set forth herein and such other powers and duties as may be specified from time to time by the Director. The Director shall elect the officers of the Corporation. Each Staff, Secretary, Treasurer, and Vice Director may have powers only delegated to them by the Director.

- a.) Director. The Director shall have overall responsibility and authority for the management and operations of the Corporation, preside at all meetings of the Director and Staff and ensure that all orders and resolutions of the Director and Staff are implemented. The Director shall be the Corporation's chief operating officer and shall have complete responsibility and authority for the management of the day-to-day operations of the Corporation. The Director shall be an ex-officio member of all committees and shall have the general powers and duties of control and supervision usually vested in the office of the director of a corporation.



b.) Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall have responsibility for the custody of the corporate funds and securities, to keep complete and accurate records and accounts of receipts and disbursements in books belonging to the Corporation and shall keep the monies of the Corporation in a separate account in the name of the Corporation. The Treasurer shall provide the Director, at the regular meetings of the Director, or whenever requested by the Director, an account of all financial transactions and the Corporation's financial condition.

c.) Secretary. The Secretary shall attend all meetings of the Director and all meetings of the Staff and shall act as clerk thereof and record all the votes of the Corporation and the minutes of all its

transactions in a book to be kept for that purpose and shall perform like duties for all committees of the Director when required. The Secretary shall give or cause to be given a notice of all meetings of the Staff and special meetings of the Director and shall perform such other duties as may be prescribed by the Director or Director, and under whose supervision the Secretary shall be. The Secretary shall maintain the Corporation's records, minutes, and seal and may attest any instruments signed by any other officer of the Corporation.

The officers of the Corporation shall hold office until their successors are chosen and have qualified or until their earlier resignation or removal. Any officer or agent elected or appointed by the Director may be removed at any time, with or without cause, by the affirmative vote of the Director. Any vacancy occurring in any office due to death, resignation, removal, or otherwise shall be filled for the unexpired portion of the term by a majority vote of the Director. The Director shall fix any compensation for officers of the Corporation.

XVI. LIST OF STAFF. The officer of the Corporation who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before any meeting of Staff, a complete list of the Staff entitled to vote at the meeting, arranged alphabetically, and showing the address of each Staff and the number of shares held by each Staff. The list shall be open to examining any Staff for any purpose germane to the meeting during ordinary business hours, for at least ten days before the meeting, either at a mutually agreed upon location or where the conference will be held. The list shall also be produced and kept available at the time and place of the meeting for the entire duration of the session and may be inspected by any Staff present.

XVII. CERTIFICATION. By the signature(s) made below, these bylaws certify to be a preceding and true correct copy of the Corporation mentioned earlier, duly adopted by the initial Director on March 8, 2023.



By: Michael Stokes Date: April 16, 2023

Print Name: Michael H Stokes, Secretary

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