

**BYLAWS**  
**OF**  
**LEND A HEART, LEND A HAND,**  
**PET THERAPY, INCORPORATED**  
**A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**



**BYLAWS**  
**OF**  
**LEND A HEART, LEND A HAND,**  
**PET THERAPY, INCORPORATED**

**ARTICLE 1 OFFICES**

Section 1.01 Name of Corporation

The name of this Corporation is LEND A HEART, LEND A HAND, PET THERAPY, INCORPORATED.

Section 1.02 Nonprofit Corporation

This Corporation has been formed pursuant to the California Nonprofit Corporation Law as a public benefit corporation.

Section 1.03 Principal Office

The principal office for the transaction of the activities and affairs of this Corporation is located at Post Office Box 60617, Sacramento, California 95860. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these Bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 1.04 Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where this Corporation is qualified to conduct its activities.

Section 1.05 Registered Agent

The named Registered Agent for the Corporation is Trevor Stapleton whose business location is 400 Capitol Mall, Twenty-Second Floor, Sacramento, California 95814. The Board may change registered agent. Any such change of registered agent must be noted by the Secretary on these Bylaws opposite this Section; alternatively, this Section may be amended to state the new registered agent.

**ARTICLE 2 PURPOSES**

Section 2.01 Not for Private Gain

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

Section 2.02 Charitable Purposes

The purposes of this Corporation are to provide the greater Sacramento community with volunteer certified handler and animal teams to provide comfort, compassion and understanding to improve the physical, social, emotional or cognitive well-being of individuals through animal-assisted therapy, and such other charitable purposes as permissible under law and in accordance with the organizational mission.

**ARTICLE 3 CONSTRUCTION AND DEFINITIONS**

Section 3.01 Definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

**ARTICLE 4 DEDICATION OF ASSETS**

Section 4.01 Assets

The Corporation’s assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c) (3).

**ARTICLE 5 BOARD OF DIRECTORS**

Section 5.01 Number

The Board of Directors shall consist of at least three (3) but no more than six (6) Directors unless changed by amendment to these Bylaws. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors.

Section 5.02 Qualifications

Directors are required to be computer literate with basic computer skills and have access to and utilize the internet. In addition, Directors should have a working knowledge of Word and Excel (or comparable Apple programs).

Section 5.03 Appointment of Directors

Directors shall be appointed or elected to the Board of Directors as follows:

- (a) Volunteer Directors: Active and current Volunteers as a group shall be able to designate one-third (1/3) of the Directors to the Board of Directors. The

process for the determination and designation of the Volunteer Directors(s) by the Volunteers shall be as determined pursuant to procedures adopted by the Board.

- (b) Member Directors: In the event that the Board of Directors determines to have non-statutory Members for the Corporation, such Members collectively and as a group shall be able to designate one-third (1/3) of the Directors to the Board of Directors. The process for the determination and designation of the Member Directors(s) by the Members shall be as determined pursuant to procedures adopted by the Board.
- (c) Board of Directors: The Board of Directors shall nominate and elect one-third (1/3) of the Directors to the Board of Directors and in the event that there is any vacancy in the appointment of Volunteer Directors or Member Directors, the Board may elect Directors to fill any such vacancies.

Section 5.04 Restrictions on Interested Persons as Directors

No more than forty-nine percent (49%) of the persons serving on the Board may be “interested persons.” An interested person is: (a) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director as a Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

Section 5.05 Term

Each Director shall hold office for a two (2) year term until his or her successor is elected or designated and qualifies, or the Board of Directors declares that a Director's position is vacant by reason of the death, resignation or removal of the Director, whichever occurs first. No Director may serve for more than two (2) consecutive terms; provided, that in the event anyone serves two (2) consecutive terms as a Director, immediately followed by two (2) consecutive terms as an Officer, such person may not serve as a Director again until twelve (12) months from the end of such person's last term as an Officer.

Section 5.06 General Powers

Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation and Bylaws, the Corporation's activities shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 5.07 Specific Powers

Without prejudice to the general powers set forth in Section 6.6 of these Bylaws, but subject to the same limitations, the Board shall have the power to do the following:

- (a) Appoint and remove, at the pleasure of the Board, all corporate Officers, agents and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation and these Bylaws; fix their compensation; and make any other agreements with them as the Board may determine are reasonable or necessary for the protection of the Corporation;
- (b) Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of Members;
- (c) Conduct, manage and control the Corporation's temporal affairs and activities and make such rules and regulations for this purpose consistent with law, the Articles of Incorporation and these Bylaws, as the Board deems best.
- (d) Borrow money or incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.
- (e) To exercise all other powers by the California Nonprofit Corporation Law, or other applicable laws, consistent with the Articles of Incorporation and these Bylaws.

**Section 5.08 Nominations by the Board of Directors**

The Board of Directors shall determine the process to nominate qualified candidates for election to the Board at least a certain amount of days, yet to be determined by the Board, before the date of any election of Directors. The nominations shall be reported at such other time as the Board may set and the Secretary shall forward to each Director, with the notice of meeting required by these Bylaws, a list of all nominated candidates.

**Section 5.09 Nominee's Right to Solicit Votes**

The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to the Directors the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes and a reasonable opportunity for all Members to choose among the nominees.

**Section 5.10 Use of Corporate Funds to Support Nominee**

If more people have been nominated for Director than can be elected, no corporate funds may be expended to support a nominee.

## **ARTICLE 6 MEMBERS**

### **Section 6.01 Members**

This Corporation shall have no voting Members within the meaning of California Nonprofit Corporation Law. The Corporation's Board of Directors may, in its discretion, admit individuals to one or more classes of nonvoting Members, with the class or classes and their rights and obligations defined by Board resolution, as the Board finds appropriate.

## **ARTICLE 7 VACANCIES ON BOARD OF DIRECTORS**

### **Section 7.01 Events Causing Vacancies on Board**

A vacancy or vacancies on the Board of Directors shall occur in the event of:

- (a) The death, removal or resignation of any Director; provided, however, that a Director who was designated as a Director, may be removed by the person or persons who designated that Director, and may not be removed without the written consent of that person or persons;
- (b) The declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, or declared of unsound mind by a court order;
- (c) The removal of a Director for fraudulent acts in an action in Superior Court under Corporations Code section 5223; or
- (d) The increase of the authorized number of Directors.

### **Section 7.02 Resignation of Directors**

Except as provided below, any Director may resign by giving written notice to the President, if any, or the Chairman of the Board, if any, or to the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no Director may resign if the Corporation would be left without a duly elected Director or Directors.

### **Section 7.03 Removal of Directors**

Any Director may be removed, with or without cause, by the vote of two-thirds (2/3) of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in Section 8.5. However, except as otherwise provided in these Bylaws, a Director who was designated as a Director may be removed without cause by the designated group who designated that Director, and may not be removed without the written consent of that person or persons. Any vacancy caused by the removal of a Director shall be filled as provided in Section 7.4.

Any Director who does not attend three (3) successive Board meetings will be automatically removed from the Board without Board resolution unless:

- (a) The Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or special meeting (if such leave is granted, the number of Board Members will be reduced by one in determining whether a quorum is or is not present);
- (b) The Director suffers from an illness or disability that prevents him or her from attending meetings and the Board, by resolution, waives the automatic removal procedure of this subsection; or
- (c) The Board, by resolution of the majority of the Board Members, must agree before a Director who has missed three (3) successive meetings may be reinstated.

Section 7.04 Vacancies Filled by the Board

Except for a vacancy created by the removal of a Director, vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by:

- (a) The unanimous written consent of the Directors then in office;
- (b) The affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code section 5211; or
- (c) A sole remaining Director.

Section 7.05 No Vacancy on Reduction of Number of Directors

Any reduction of the authorized number of Directors shall not result in any Directors being removed before his or her term of office expires.

**ARTICLE 8 MEETINGS OF BOARD OF DIRECTORS**

Section 8.01 Place of Board Meetings

Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

Section 8.02 Meetings by Telephone or Other

Any Board meeting may be held by conference telephone, video screen communication or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

- (a) Each Director participating in the meeting can communicate concurrently with all other Directors.

- (b) Each Director is provided the means of participating in all matters before the Board, including the capacity to propose or to interpose an objection to, a specific action to be taken by the Corporation.
- (c) The Board has adopted and implemented a means of verifying both of the following:
  - (1) A person participating in the meeting is a Director or other person entitled to participate in the Board meeting; and
  - (2) All actions of or votes by the Board are taken or cast only by the Directors and not by persons who are not Directors.

Section 8.03 Annual and Other Meetings

The Board shall hold annual meetings for purposes of organization, election of Officers and transaction of other business.

Section 8.04 Authority to Call Special Meetings

Special meetings of the Board, for any purpose, may be called at any time by the President, Vice-President or Secretary of the Board, if any, or the Chairman of the Board or any two (2) Directors.

Section 8.05 Notice of Meetings

Notice of the time and place of meetings shall be given to each Director by:

- (a) Personal delivery of written notice; or
- (b) First-class mail, postage prepaid; or
- (c) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; or
- (d) Facsimile; or
- (e) Electronic mail; or
- (f) Other electronic means.

All such notices shall be given or sent to the Director's address or telephone number as shown on the Corporation's records.

Notices given by first-class mail, personal delivery, telephone or electronic mail shall be delivered, telephoned or sent, respectively, at least forty-eight (48) hours before the meeting.



The notice shall state the time of the meeting and the location, if the location is other than the Corporation's principal office. The notice need not specify the purpose of the meeting.

Section 8.06 Quorum

A majority of the authorized number of Directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board. A meeting at which a quorum is initially present may continue to transaction business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 8.07 Waiver of Notice

Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 8.08 Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 8.09 Notice of Adjourned Meeting

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

Section 8.10 Action without a Meeting

Any action that the Board is required or permitted to take may be taken without a meeting if all Board Members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filled with the minutes of the proceedings of the Board.

**ARTICLE 9 DIRECTORS' COMPENSATION**

Section 9.01 Compensation

Directors and Members of committees of the Board may receive such reimbursement of expenses as the Board may establish by resolution to be just and reasonable as to

the Corporation at the time that the resolution is adopted. Directors shall not receive compensation for their services as Directors or Officers until such time as the Board establishes a conflict of interest policy. Thereafter, the Board may establish, by resolution, compensation for any Director as the Board determines to be just and reasonable to the Corporation.

## **ARTICLE 10 COMMITTEES OF BOARD OF DIRECTORS**

### **Section 10.01 Creation and Powers of Committees**

The Board, by resolution adopted by a majority of the Directors then in office, may create one (1) or more committees to serve at the pleasure of the Board. Appointments to committees of the Board shall be by a majority vote of the Directors then in office. The Board may appoint one (1) or more Directors as alternative Members of any such committee, who may replace any absent Member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may do the following:

- (a) Take any final action on any matter that, under the California Nonprofit Corporation Law, also requires approval of the Members or approval of a majority of all Members;
- (b) Fill vacancies on the Board or any committee of the Board;
- (c) Fix compensation of the Directors for serving on the Board or on any committee;
- (d) Amend or repeal Bylaws or adopt new Bylaws;
- (e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (f) Create any other committees of the Board or appoint the Members of committees of the Board; or
- (g) Expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected.

### **Section 10.02 Meetings and Action of Committees**

Meetings and actions of committees of the Board shall be governed by, held and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

### Section 10.03 Permanent Standing Committees

- (a) **Nomination Committee.** The Nomination Committee shall be chaired by a Member of the Board of Directors and shall be comprised of equal numbers of Volunteers and Members, the exact number to be determined by the Committee Chair. The Nomination Committee shall be responsible for developing the policies and procedures for and overseeing and administering the processes for Volunteers and Members to nominate and designate their respective Directors to the Board of Directors.
- (b) **Advisory Committee.** The Advisory Committee shall be comprised of the immediate Past-President and any other past Officers or Directors selected by the Board of Directors to serve on the Advisory Committee; provided, that the Board is not required to appoint any other Members to the Advisory Committee and the immediate Past-President may be the only Member of the Advisory Committee. The primary function of the Advisory Committee is to assist the current Officers and Directors with transitions of administration, offices and directorships and such other matters as the Board may request. The Advisory Committee shall be chaired by the immediate Past-President or, if none, the Board may appoint a chair for the Advisory Committee. Membership on the Advisory Committee does not bestow any voting rights on the Members of the Committee with respect to any other matters except matters before the Committee.
- (c) **Additional Committees and or sub-Committees** may be developed by the Board and utilized as the needs of the organization evolve.

## **ARTICLE 11 OFFICERS OF THE CORPORATION**

### Section 11.01 Offices Held

The Officers of this Corporation shall be a President, a Vice-President, a Secretary, and a Chief Financial Officer. The Corporation, at the Board's discretion, may have a Chairman of the Board, one (1) or more Vice Presidents, one (1) or more assistant Secretaries, one (1) or more assistant Chief Financial Officers, and such other Officers as may be appointed under Section 11.3 of these Bylaws.

Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairman of the Board.

### Section 11.02 Appointment of Officers

The Officers of this Corporation shall be chosen by the Board and shall serve at the pleasure of the Board, subject to the rights of any Officer under any contract or agreement.

Section 11.03 Term

Each Officer shall hold office for a two (2) year term until his or her successor is elected or designated and qualifies. No Officer may serve for more than two (2) consecutive terms; provided, that in the event anyone serves two (2) consecutive terms as an Officer, immediately followed by two (2) consecutive terms as a Director, such person may not serve as an Officer again until twelve (12) months from the end of such person's last term as Director.

Section 11.04 Removal of Officers

Without prejudice to the rights of any Officer under an employment contract, the Board may remove the President with or without cause. An Officer who was not chosen by the Board may be removed only by the President on whom the Board confers the power of removal.

Section 11.05 Resignation of Officers

Any Officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the Officer is a party.

Section 11.06 Vacancies in Office

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for normal appointments to that office provided, however, that vacancies need not be filled on an annual basis.

**ARTICLE 12 RESPONSIBILITIES OF OFFICERS**

Section 12.01 President

Subject to such supervisory powers as the Board may give to the Chairman of the Board, if any, and subject to the control of the Board, the President shall be the General Manager of the Corporation and shall supervise, direct and control the Corporation's activities, affairs and Officers. The President shall preside, in the absence of the Chairman and the Vice-Chairman of the Board, at all Board meetings. The President shall have such other powers and duties as the Board or the Bylaws may require.

Section 12.02 Vice President

If the President is absent or disabled, the Vice Presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a Vice President designated by the President, shall perform all duties of the President. When so acting, a Vice President shall have all powers of and be subject to all restrictions on the President. The Vice Presidents shall have such other powers and perform such other duties as the President or the Bylaws may require.

### Section 12.03 Secretary

The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board, and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual or special and, if special, how authorized; the notice given; the names of the persons present at the Board and committee meetings; and the number of Members present or represented at Members' meetings.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the Articles of Incorporation and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of the Board and of committees of the Board that these Bylaws require to be given. The Secretary shall have such other powers and perform such other duties as the Board or the Bylaws may require.

### Section 12.04 Chief Financial Officer

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the Directors such reports as are required to be given by law, by these Bylaws or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

The Chief Financial Officer shall: (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; (ii) disburse the Corporation's funds as the Board may order; (iii) render to the President, if any, or the Chairman of the Board and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation; and (iv) have such other powers and perform such other duties as the Board or the Bylaws may require.

If required by the Board, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Chief Financial Officer his or her death, resignation, retirement or removal from office.

### Section 12.05 Past President

The Past President serves on the Advisory Committee to assist the current Officers and Directors with transitions of administration and with other matters as the Board may request. The Past President has no voting authority in Board decisions.

Section 12.06 Chairman of the Board

- (a) If a Chairman of the Board of Directors is elected, the Chairman shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board or Bylaws may assign from time to time. If there is no President, the Chairman of the Board shall also be the Chief Executive Officer and shall have the power and duties of the President of the Corporation set forth in these Bylaws.

**ARTICLE 13 CONTRACTS WITH DIRECTORS AND OFFICERS**

Section 13.01 Contracts

No Director of this Corporation nor any other corporation, firm, association or other entity in which one (1) or more of this Corporation's Directors are Directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation, unless:

- (a) The material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, officership or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all the Board of Directors prior to the Board's consideration of such contract or transaction;
- (b) Such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Directors;
- (c) Before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances or the transaction was in furtherance of the Corporation's charitable purposes; and
- (d) The Corporation, for its own benefit, enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of a public or charitable program of this Corporation if it is:

- (a) Approved or authorized by the Corporation in good faith and without unjustified favoritism; and
- (b) Results in a benefit to one (1) or more Directors or their families because they are in the class of persons intended to be benefited by the public, charitable or program of this Corporation.

## **ARTICLE 14 INDEMNIFICATION**

### **Section 14.01 Indemnification**

To the fullest extent permitted by law, this Corporation may indemnify its Directors, Officers, employees and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in Section 5238(a), and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. “Expenses,” as used in this bylaw, shall have the same meaning as in Section 5238 (a) of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code section 5238 (b) or section 5238 (c), the Board shall promptly decide under Corporations Code section 5238 (e) whether the applicable standard of conduct set forth in Corporations Code section 5238 (b) or section 5238 (c) has been met and, if so, the Board shall authorize indemnification.

To the fullest extent permitted by law, and except as otherwise determined by the Board in a specific instance, expenses, incurred by a person seeking indemnification in defending any proceeding covered by these Bylaws, shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

## **ARTICLE 15 INSURANCE**

### **Section 15.01 Insurance**

This Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, Volunteers, employees and other agents, to cover any liability asserted against or incurred by any Officer, Director, Volunteer, employee or agent in such capacity or arising from the Officer’s, Director’s, Volunteer’s, employee’s or agent’s status as such.

## **ARTICLE 16 MAINTENANCE OF CORPORATE RECORDS**

### **Section 16.01 Corporate Records**

This Corporation shall maintain adequate and correct books and records of account, and written minutes of the proceedings of its Board and committees of the Board.

**ARTICLE 17 INSPECTION RIGHTS**

Section 17.01 Directors' Right to Inspect

Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties and the records of each subsidiary. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

**CERTIFICATE OF SECRETARY**

I certify that I am duly elected and acting Secretary of LEND A HEART, LEND A HAND, PET THERAPY, INCORPORATED, a California nonprofit public benefit corporation; that these Bylaws, consisting of 15 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on \_\_\_\_\_; and that these Bylaws have not been amended or modified since that date.

Executed on \_\_\_\_\_, 2018, at \_\_\_\_\_, California.

\_\_\_\_\_  
\_\_\_\_\_, Secretary