

Bylaws of PAWS FOR TALES

Article I. Organization and Purpose

Section 1. The name of the organization shall be PAWS FOR TALES, hereinafter referred to as PAWS.

Certified as a Colorado Non-Profit EIN 20041044137.

Section 2. The exclusive purpose of PAWS shall be to form and foster an organization of caring individuals who share their certified therapy dogs to help facilitate and improve children's reading proficiency in a positive learning environment in elementary schools or other similar institutions. PAWS shall operate as a non-profit, non-political, and non-sectarian organization. PAWS shall function exclusively for charitable and educational purposes.

Section 3. PAWS shall not conduct or engage in any activities, including the expenditure of funds, not permitted to be conducted or carried out by a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Section 4. These bylaws establish procedures for description and structure of membership and the Board of Directors, elections, quorum requirements, financial accounting and reporting, and other essential operations of the nonprofit. Bylaws serve as our organizational manual and help guide us through orderly operation of PAWS.

Article II. Membership

All handlers and dogs must be mature animals certified with Guide Dogs for the Blind, Pet Partners, Human-Animal Bond in Colorado, Alliance of Therapy Dogs, or other approved organizations.

Section 1. Suggested annual contribution of \$25 to PAWS is the requested dues for membership. The organization shall not assess any additional dues or fees and shall not establish classes of membership.

Section 2. No PAWS officer, director or member may sell, barter, or lease to any person or entity the membership list or the names, addresses, contact information, or other personal information of the members.

Article III. Board of Directors

Section 1. The Board of Directors (hereinafter called the Board) is responsible for the general supervision of PAWS affairs and finances.

In addition, the Board is responsible for all activities and functions of the organization, strategic planning, longer term planning, annual review and maintenance of the Bylaws, and annual summary of the financial position of the organization.

Section 2. The Board shall consist of the three officers pursuant to Article IV (below), plus the Communications Coordinator and the Graphic Designer and Team Leaders as described in the Position Descriptions document appended to these Bylaws.

Section 3. The Board shall meet regularly, at least twice per year to conduct business, but may meet more often as determined by the President. Upon notice, the meetings of the Board may be conducted in-person, by telephone, or by remote online conferencing platform such as Zoom or Google Hangouts. The Board of Directors also may act by email vote, provided all members of the Board are afforded the opportunity to participate and results of all votes are shared with all Directors and reported in the meeting minutes of the Board.

Section 4. A simple majority of the members of the Board shall constitute a quorum and a simple majority vote of those present is required to approve any official action.

Section 5. Special meetings may be called at any time by the President or any two (2) members of the Board. Unless notice is waived by all members of the Board, notice of any special meeting, including date, time, place and agenda, must be given at least seven (7) days in advance. Notice may be in writing or by electronic mail.

Section 6. No Personal liability of the Board or its individual Board of Directors for monetary damages for breach of fiduciary responsibility as a Director is intended.

Article IV. Officers and Duties

President:

- Communicates on a regular basis with officers and general membership on topics of importance and interest.
- Represents PAWS FOR TALES in the community-at-large for public relations and fundraising when appropriate and when asked.
- Provides leadership and coordinates and supports the recruitment and selection of new members and handler-dog teams.
- Supports development and maintenance of PAWS website.
- Calls for meetings of the officers and/or membership as appropriate and needed.
- Prepares agenda items and submits to the Secretary for announcement prior to meetings.
- Conducts all meetings.
- Approves minutes of officer and/or general membership meetings after discussion and approval with officers and/or membership
- Assigns Team Leaders (see position description below) for each school participating in PAWS FOR TALES reading program.
- Maintains regular contact with Team Leaders
- Identifies and supports PAWS members for each officer position as defined below
- Performs the duties of **Graphic Designer** until a new member is designated.

Vice President & Treasurer:

- Assumes the responsibilities of the President in her/his absence.
- Supports the recruitment and selection of new members.
- Coordinates production and embroidery of vests and bandannas for dogs and serves as liaison with Encore Uniform and Apparel for embroidery, and purchases new lanyards as needed.
- Acts as the principal contact and signer for all banking transactions including deposits, withdrawals, and payments.
- Maintains Key Bank account.
- Serves at the pleasure of the President on special projects.

Secretary:

- Maintains records of each active PAWS team to include the signed Guidelines and Registration Form, current veterinary (current vaccination and fecal parasite clearance) records, therapy dog certification, and county licensure information.
- Communicates with individual members as needed to maintain the up-to-date records listed above.
- Regularly maintains and updates the roster of PAWS membership information and distributes the roster via PAWS website and/or membership emails as needed.
- Prepares and distributes meeting announcements.
- Prepares meeting agendas and distributes to the membership in coordination with the President.
- Takes minutes at officer and general membership meetings and distributes them to the membership and/or posts them on the PAWS website.
- Acts as alternate (to Treasurer) for PAWS FOR TALES account(s) at Key Bank and as back-up for banking transactions.

Team Leader:

- Each Team Leader (assigned by the President) is the primary contact person for each school.
- Initiates contact with school personnel at the beginning of the school year to set schedules (e.g., weekly, monthly and school year)
- Distributes necessary printed materials and/or electronic files to school personnel (e.g., permission slips and bookmarks) as downloadable pdf files from PAWS website.
- Provides email notice(s) of scheduled times (e.g., weekly) for school visit(s). Informs all Team members if any visits are to be rescheduled and/or cancelled due to weather, altered school scheduling, lack of sufficient teams, etc.
- Trains and observes new PAWS members on appropriate procedures at the school; and provides the member's lanyard.
- Observes and provides advice and feedback to all Team members.

- Maintains frequent contact with the President to inform her/him about current activities, issues, and positive or negative interactions among PAWS teams, school personnel and children.

Communications Coordinator:

- Develops and maintains the pawsoftales.com website.
- Develops (in coordination with the other officers) PAWS communications for public relations and fundraising to the general public, school personnel, parents/guardians, and prospective donors.

Graphics Designer:

- Designs content, produces and maintains digital files of printable items such as photographs, lanyard badges, bookmarks, labels, teacher/student letters, permission slips, and certificates for print and distribution as needed.
- Distributes printed items to members and Team Leaders as needed and/or requested.
- Maintains up-to-date digital files of printable items at the PAWS website.

Article V. Elections, Term, Vacancy

Section 1. Annually the Nominating Committee for new officers shall consist of two members of the board, plus the vice president serving as committee chair.

Section 2. The officers shall be elected for one-year terms each July. The newly elected officers and board will assume their duties on August 1 following the elections. The president and treasurer may serve no more than three consecutive terms. The vice president, secretary, and other directors of the board may serve an unlimited number of consecutive terms.

Section 3. A majority vote of those members in good standing and present at the Annual Business Meeting will be sufficient to elect all officers and directors.

Section 4. In the event of a vacancy of any office, the Board of Directors shall appoint an individual to serve until the next regularly scheduled annual election.

Section 5. Any officer or director of the board may be removed at any regular or special Board of Directors meeting by a two-thirds vote of the Board members present, if in their judgment the best interests of PAWS would be served.

Article VI. Committees

Section 1. The President or the Board of Directors may from time to time form special or ad hoc committees of Board members or other PAWS members to address the specific business or activities of PAWS.

Section 2. Chairs of any special or ad hoc committees shall submit a budget for approval by the Board before beginning any planned activity or function.

Article VII. Membership Meetings

Section 1. The Annual Business Meeting of PAWS shall be held annually on a date in July set by the Board of Directors, to elect officers and directors of the board, and to conduct other business. The president and the treasurer shall present annual reports to the members.

Section 2. Notice of the Annual Business Meeting shall be sent to each PAWS member at least fifteen (15) days prior to the meeting. Notice also will be posted on the PAWS website at least 15 days prior to the meeting. The meeting notice shall include the date, time, place and agenda of the Annual Business Meeting and the slate of candidates nominated for election. At the Annual Business Meeting or any special membership meetings, those members who are present shall constitute a quorum. A simple majority vote of those present is controlling except for amendments of the Bylaws which require a two-thirds majority for approval of the changes.

Section 3. Special membership meetings may be called by the president or Board of Directors or upon the written request of at least 10 percent (10%) of the members of PAWS. Notice of all special meetings must be given to members at least seven (7) days prior to the meeting and shall include the date, time, place and agenda for the special meeting.

Section 4. Robert's Rules of Order, Newly Revised shall govern meetings on all matters relating to order and procedure, including nominations and elections. Only current members of PAWS shall be permitted to vote at any meeting of the members and no proxy voting shall be allowed.

Article VIII. Fiscal Year

Section 1. The fiscal year of PAWS shall be the calendar year from January 1 - December 31, annually.

Article IX. Amendment of Bylaws

Section 1. These Bylaws may be amended at the Annual Business Meeting or any special meeting. Amendment of the Bylaws shall require a two-thirds vote of those present and voting. Only current members of PAWS shall be permitted to vote. All proposed amendments to the Bylaws shall require at least 30 days prior notice to the members, with the notice specifying the proposed amendment.

Section 2. Any Bylaws that may be in conflict with the Articles of Incorporation of PAWS, or the Colorado Revised Nonprofit Corporation Act will be void.

Article XIII. Perpetuity.

PAWS FOR TALES, which was incorporated under the Colorado Nonprofit Corporation Act on 01/25/2023 shall exist in perpetuity or until dissolved.

Adopted this date _____

_____ President

_____ Secretary