

BY-LAWS
OF
COMPANIONS, INCORPORATED

Revised July 10, 2016

ARTICLE I. NAME

The name of this organization shall be Companions, Incorporated of Fairbanks, Alaska, a non-profit corporation.

ARTICLE II. PURPOSE

The purpose of this organization shall be to increase human-animal companionship and to further the use of animal therapy in the Fairbanks North Star Borough.

ARTICLE III. GENERAL MEMBERSHIP AND DUES

Section 1. Classes of Membership

There shall be five (5) classes of membership open to any person interested in the purposes for which Companions, Incorporated has been created and expressing a desire to support this organization. There shall be no discrimination for membership based on race, religion, color, national origin, age, physical handicap, sex, marital status, changes in marital status, pregnancy or parenthood.

a. Junior

Shall consist of persons under the age of eighteen (18) for the purpose of fostering interest in the purposes of the organization and shall have no voting privileges.

Annual dues shall be \$5.00 per year.

b. General Member

Shall consist of persons eighteen (18) year or age or older and shall become a voting member after payment of dues.

Annual dues shall be \$20.00.

c. Supporting

Shall consist of persons eighteen (18) years or older who have made a monetary contribution of \$50.00 or more per year. Supporting members shall become voting members after the contribution payment.

d. Life

Shall consist of persons eighteen (18) years or older who have made a onetime monetary contribution of \$250.00 or more or 20 years of membership and/or voluntary service to the organization. Life members shall be voting members.

e. Honorary

Shall consist of persons awarded the honor upon recommendation by the Board of Directors and shall require two-thirds (2/3) vote of the voting members present at any regular meeting. Honorary members shall have no voting privileges and shall not pay annual dues.

Section 2. Payment of Dues

Annual dues of members are due and payable by the annual meeting each year. If such dues are not paid by the meeting hereafter such membership shall cease.

One month prior to the annual meeting the Treasurer shall provide each member with a statement of dues for the ensuing year payable by the annual meeting.

Section 3. Election to Membership

a. Each applicant for membership shall apply on a form provided by the Secretary which shall require that the applicant agrees to abide by the Articles of Incorporation and by-laws of Companions, Inc. The appropriate dues (see Article III-Section 1) shall accompany the application.

b. Voting membership may be acquired in accordance with Article III-Section 1 of these by-laws. An applicant for junior membership shall become a Junior Member at the first regular meeting attended.

Section 4. Termination of Membership

- a. The Board of Directors by a majority vote may terminate any membership for cause at any time and shall have full discretionary powers in so doing.
- b. A member may resign by providing written or verbal notice.
- c. A membership shall be terminated for non-payment of dues.

ARTICLE IV. MEETINGS OF GENERAL MEMBERSHIP

Section 1. Annual Meeting

The annual meeting of this organization for the election of officers and directors and the transaction of other business shall be held at such place within the Fairbanks North Star Borough as designated by the Board of Directors. Notice of the meeting shall be mailed to members at

least twenty (20) days prior to the date for such meeting. The meeting shall be held annually in October, beginning in 2017.

Section 2. Special Meetings

Special meetings shall be called at any time by the President or by a majority of the Board of Directors. Notice of such meeting shall be mailed to members at least fifteen (15) days in advance of the date set for such meeting.

Section 3. Quorum

Five (5) members or ten percent (10%), whichever is greater, shall constitute a quorum for the transaction of business at any meeting of this organization, but a lesser number shall have power to adjourn to a specified later date.

Section 4. Rules

Parliamentary procedure at meetings of this organization shall be determined by reference to Robert's Rules of Order, Revised.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Number

The Board of Directors shall consist of nine (9) members in good standing.

Section 2. Term of Office

Term of office of a Director shall be three (3) years on a staggered rotation.

Directors shall hold office until the expiration of their term or until the election and qualification of a successor.

Section 3. Vacancies

Vacancies on the Board of Directors resulting from resignation, death, removal or incapacity will be filled by a vote of a majority of the Directors then in office. Any Director so elected shall hold office until the completion of the term.

Section 4. Attendance

Any Director absent from three (3) consecutive Board meetings shall, unless excused by the Board, be deemed to have resigned as a Director.

Section 5. Compensation

Directors shall serve in a volunteer capacity without compensation.

Section 6. Election to the Board of Directors

Directors shall be elected by a majority of the votes cast by ballot at the Annual Meeting. Each member voting shall cast one (1) vote for each open seat.

Section 7. Authority

The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Organization. The Board shall have power to fill vacancies on the Board or any office for the remaining portion of any term. The Board shall have full discretion in the acceptance of members of the Organization and the termination of such membership. The Board shall appoint and have the power to remove all officers and prescribe their duties. The Board shall have full power to do or require to be done everything deemed necessary for the promotion of the Organization's welfare.

ARTICLE VI. MEETINGS OF BOARD OF DIRECTORS

Section 1. Organization Meeting

The annual meeting of the Directors shall be held within thirty (30) days following the election of Directors at the Annual Meeting and shall be designated the Organization meeting.

Section 2 Other Board Meetings

At least one other meeting of the Board of Directors shall be held prior to the end of the fiscal year and other regular meetings of the Board of Directors may be held at such other times as requested by any Director. Notice of each board meeting shall be given at least twenty-four (24) hours prior to the time of the meeting.

Section 3. Quorum

A majority of the Directors currently on the Board shall constitute a quorum for the transaction of any business. A lesser number shall have power to adjourn to a specified later date.

ARTICLE VII. OFFICERS

Section 1. Number and Titles

The officers of the Organization shall consist of a President, Vice President, a Treasurer and a Secretary. The officers shall be elected by the Board of Directors at the Organization Board of Directors Meeting each year to serve for a period of one (1) year *or* until their successors are elected.

Section 2. President

The President shall be the chief executive officer of the Organization and shall preside at all meetings of the Board and of the Organization. The President shall be chairperson of the

Executive Committee and a member, ex-officio, of all other committees. The President shall have the authority to sign such papers as may be required in the sale of securities or other assets belonging to the Organization or in connection with the settlement of estates or trusts in which the Organization has an interest. The President shall deliver a message to the members at each Annual Meeting.

Section 3. Vice President

The Vice President shall exercise all functions in the absence or disability of the President and any other duties as directed by the Board of Directors and the President.

Section 4. Secretary

The Secretary shall give due notice of time and place of all meetings, preserve the record of the meetings and perform such other duties as usually are expected of such officer.

The Secretary shall have custody of by-laws, records and general archives of the Organization, except as they may be expressly placed in charge of others by order of the Board.

Section 5. Treasurer

The Treasurer shall have charge and custody of the financial records of the Organization and shall be responsible for depositing in its name, in a bank satisfactory to the Board, all monies received, and generally shall perform such duties as pertain to the same office in similar organizations. He/she shall report at every meeting the condition of the Organization's finances and every item of receipt or disbursement not before reported. The Treasurer shall have the authority to sign such papers as may be required in the sale of securities or other assets belonging to the Organization or any other interests in which the Organization is involved. Funds shall be withdrawn from any depository upon check signed by such persons as the Board may designate.

The books and accounts of the Organization shall be reviewed and declared accurate at least once a year by a committee of 3 Members (including 1 Board Member) appointed by the Organization's president.

ARTICLE VIII. COMMITTEES

Section 1. Number and Titles of Standing Committees

There shall be three (3) standing committees appointed by the Board of Directors: Executive, Finance and Nominating.

Section 2. Other Committees

The Board of Directors shall have power to appoint such other committees as it may deem desirable.

Section 3. Executive Committee

The Executive Committee shall consist of the President, the Vice President, the Treasurer, and two other Directors. The President shall be its chairperson.

The Executive Committee shall act between meetings of the Board and shall possess all the powers of the Board in regard to the conduct of the routine business of the Organization subject, however, to any action being confirmed by the Board. It shall have no power to approve or terminate memberships or to fill vacancies on the Board or its offices.

Section 4. Finance Committee

The Finance Committee shall consist of three (3) persons, including the President, the Treasurer and one (1) other Director. The Treasurer shall be its Chairperson.

The Finance Committee shall advise on financial problems and investments generally and to perform such further duties as the Board may from time to time prescribe. The Committee shall meet on call of its Chairperson or the President.

Section 5. Nominating Committee

The Nominating Committee shall consist of four (4) persons, including one Board Member. The members of the Nominating Committee shall be appointed by the Board of Directors. The Committee shall select one of its number to be its Chairperson.

ARTICLE IX. NOMINATION OF DIRECTORS TO BE ELECTED AT ANNUAL MEETINGS

The Nominating Committee, prior to the Annual Meeting, shall make nominations for Directors to be elected at the annual meeting. Candidate bios will be distributed at the meeting. Nominations from the floor will also be accepted. The nominated person must be present.

Only persons nominated as herein provided shall be eligible for election to the Board.

ARTICLE X. AMENDMENT OF THE BY-LAWS

These By-Laws may be repealed, altered, or amended at any Annual Meeting or at any Special Meeting of this Organization called for that purpose, provided any alteration or change proposed shall first have been submitted to the Board of Directors and approved by a majority vote thereof not less than thirty (30) days prior to the holding of such Annual or Special Meeting. Following such approval by the board, copies of such proposed alterations or changes shall be mailed or emailed to all members of this Organization, not less than fifteen (15) days prior to the holding of such Annual Meeting or five (5) days prior to the holding of such Special Meeting. A two-thirds (2/3) vote of members present shall be required to amend.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Organization shall begin on the first day of January and end on the thirty-first day (31st) day of December each year.

ARTICLE XII. DISSOLUTION

The Corporation may be dissolved only in accordance with the state laws of Alaska. In the event of dissolution of Companions, Incorporated, no member shall be entitled to any distribution or division of its remaining property or its proceeds. The balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be assigned to the organization(s) selected by the Board of Directors, which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

These by-laws accepted September 20, 2016