

BYLAWS
OF
PAWS of CNY, Inc.

Adopted: *[December 11, 2017]*

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AMENDED AND RESTATED BYLAWS

of

PAWS of CNY, Inc.

PAWS of CNY, Inc. (the “Corporation”), pursuant to the provisions of Section 602 of the New York Not-For-Profit Law, hereby adopts these Amended and Restated Bylaws, which restate, amend and supersede the bylaws of the Corporation in their entirety as described below:

ARTICLE I. *Offices*

Section 1.01. *Location.* The principal office of the Corporation within the State of New York shall be located in the County of Onondaga, State of New York. The Corporation may also maintain additional offices at such other places within or outside the State of New York as the Board of Directors may from time to time determine.

ARTICLE II. *Members*

Section 2.01. *Who Shall Be Members.* There shall be two classes of members: volunteer members and patron members.

A volunteer member of the Corporation shall be any person who has met the requirements for therapy dog service, and is in good standing, having maintained the qualifications of an active volunteer status.

A patron member or is any person who has voluntarily committed to assisting the welfare of the organization for any length of time.

Section 2.02. *Transfer, Term and Termination of Membership.* Membership in the Corporation shall not be transferable. The term of a volunteer member shall be two years, unless he/she fails to maintain the requirements of an active volunteer status. Volunteer members may renew their membership for another two-year term by re-passing the therapy dog certification test. Patron members shall be members for life. Volunteer members who choose to retire their therapy pet may convert their membership status to a patron membership.

Notwithstanding the foregoing, any member, after having fulfilled all obligations to the Corporation, may resign by written notice to the Secretary of the Corporation (any such resignation to take effect as specified therein, or if not so specified, upon receipt by the Secretary), and any member may be removed or suspended at any time, by majority vote of the other members.

Section 2.03. *Annual Meeting.* A meeting of the members of the Corporation shall be held annually every March for the transaction of business.

The annual membership meeting of the Corporation shall be held on a date specified by the Board of Directors. The Secretary

shall cause to be communicated directly to every member in good standing, electronically in writing, a notice stating the time and place of the annual meeting.

Section 2.04. *Special Meetings.* Special meetings of the members may be called by the Board of Directors. Special meetings may also be convened by the members entitled to cast at least 10% of the total number of votes entitled to be cast at such meeting, who may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two nor more than three months from the date of such written demand. The Secretary of the Corporation upon receiving the written demand, shall promptly give notice of such meeting, or if he fails to do so within five business days thereafter, any member signing such demand may give such notice.

Notice of a special meeting shall state the purpose or purposes for which the meeting is called and shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Special meetings shall be held at such place, date and hour within or without the State of New York as may be specified in the notice thereof; provided that if no place is specified therein, then at the office of the Corporation.

Section 2.05. *Record Date for Meetings and Other Actions.* For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining members entitled to receive any distribution or the allotment of any rights, or for the purpose of any other action by the members, the Board of Directors may fix, in advance, a date as the record date for any such determination of members. Such record date shall not be more than 50 nor less than 10 days before the date of such meeting. If no record date is so fixed by the Board of Directors, (1) the record date for the determination of members entitled to vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held, and (2) the record date for determining members for any purpose other than that specified above shall be at the close of business on the day on which the resolution of the Board of Directors relating thereto is adopted.

A determination of members of record entitled to notice of or to vote at any meeting of members which has been made in accordance with this Section 2.05 shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date under this Section for the adjourned meeting.

Section 2.06. *Notice of Meetings.* Whenever members are required or permitted to take any action at a meeting, written notice shall be given to the members by the Secretary stating the place, date and hour of the meeting and, unless it is the annual meeting, indicating that it is being issued by or at the direction of the person or persons calling the meeting. As provided in Section 2.04, notice of a special meeting shall also state the purpose or purposes for which the meeting is called. A copy of the notice of any meeting shall be given, personally or by mail, or by facsimile communication or by electronic mail to each member entitled to vote at such meeting. If the notice is given personally or by first class mail, it shall be given not less than 10 nor more than 50 days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than 30 nor more than 60 days before such date. If mailed, such notice shall be given when deposited in the United States mail, with postage thereon prepaid, directed to the member at his address as it appears on the record of members, or, if he shall have filed with the Secretary of the Corporation a written request that notices to him be mailed to some other address, then directed to him at such other address. If sent by facsimile telecommunication or mailed electronically, such notice is given when directed to the member's fax number or electronic mail address as it appears on the record of members, or to such fax number or other electronic mail address as filed with the Secretary of the Corporation. Notwithstanding the foregoing, such notice shall not be deemed to have been given electronically (1) if the Corporation is unable to deliver two consecutive notices to the member by facsimile telecommunication or electronic mail; or (2) the Corporation otherwise becomes aware that notice cannot be delivered to the member by facsimile telecommunication or electronic mail.

When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. However, if, after the adjournment, the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record on the new record date entitled to notice under this Section 2.06.

Section 2.07. *Waivers of Notice.* Notice of any members' meeting need not be given to any member who submits a waiver of notice, in person or by proxy, whether before or after the meeting. Waiver of notice may be written or electronic. If written, the

waiver must be executed by the member or the member's authorized officer, director, employee, or agent by signing such waiver or causing his signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by such member.

Section 2.08. *List or Record of Members at Meetings.* A list or record of members entitled to vote as of the record date, certified by the Secretary, shall be produced at any meeting of members upon the request therefore of any member who has given written notice to the Corporation that such request will be made at least 10 days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election or the person presiding thereat shall require such list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list or record to be members entitled to vote thereat may vote at such meeting.

Section 2.09. *Quorum at Meetings.* Except as otherwise provided by law, the Certificate of Incorporation or these Amended and Restated Bylaws, members entitled to cast a majority of the total number of votes entitled to be cast thereat shall constitute a quorum at any meeting of members for the transaction of any business. Notwithstanding the foregoing, the members present at any meeting may adjourn any meeting to another time or place despite the absence of a quorum.

Section 2.10. *Presiding Officer and Secretary.* At any meeting of the members, if neither the Chairman of the Board of Directors nor the President nor the Vice President, nor a person designated by the Board to preside at the meeting shall be present, the members present shall appoint a presiding officer for the meeting. If neither the Secretary nor an Assistant Secretary shall be present, the appointee of the person presiding at such meeting shall act as secretary of the meeting.

Section 2.11. *Proxies.* Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for such member by proxy through a writing authorizing such person or persons in writing, including facsimile signature or by electronic mail. No proxy shall be valid after the expiration of 11 months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of such incompetence or of such death is received by the Secretary or an Assistant Secretary.

Section 2.12. *Inspectors of Election.* The Board of Directors, in advance of any meeting of members, may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a meeting of members may, and on the request of any member entitled to vote thereat shall, appoint one or more inspectors; provided, however, that the requirement of inspectors at any meeting of members is waived unless compliance with the provisions of § 610 of the Not-for-Profit Corporation Law is expressly requested by a member present in person or by proxy and entitled to vote at such meeting. In case any person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath to execute faithfully the duties of inspector at such meeting with strict impartiality and according to the best of his ability.

The inspectors shall determine the number of members represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting or any members entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them.

Section 2.13. *Vote of Members.* Whenever any corporate action, is to be taken by vote of the members, it shall, except as otherwise required by law, the Certificate of Incorporation or these Amended and Restated Bylaws, be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote thereon.

Except as provided in the preceding paragraph, any reference in these Amended and Restated Bylaws to corporate action at a

meeting of members by “majority vote” or “two-thirds vote” shall require the action to be taken by such proportion of the votes cast at such meeting, provided that the affirmative votes cast in favor of any such action shall be at least equal to the quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

Except as otherwise provided by law, every member of record of the Corporation entitled to vote on any matter at any meeting of members shall be entitled to one vote. Upon the demand of any member, the vote at any election of directors or upon any question before a meeting shall be by ballot; absent any such demand, the method of voting shall be discretionary with the person presiding at the meeting.

Section 2.14. *Action by Members Without a Meeting.* Whenever under any provision of law, the Certificate of Incorporation or these Amended and Restated Bylaws, members are required or permitted to take any action by vote, such action may be taken without a meeting upon the consent of all members entitled to vote thereon, which consent shall set forth the action so taken. Such consent may be written or electronic. If written, the consent must be executed by the member or the member’s authorized officer, director, employer or agent by signing such consent or causing his signature to be affixed to such consent by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. Written consent thus given by all members entitled to vote shall have the same effect as a unanimous vote of members, and any certificate with respect to the authorization or taking of any such action which is delivered to the Department of State of the State of New York shall recite that the authorization was by unanimous written consent. The provisions of this Section 2.14 shall not be construed to alter or modify any provision in the Certificate of Incorporation under which the written consent of fewer than all of the members is sufficient for any corporate action if such provision does not conflict with any provision of law.

Section 2.15 *Membership Dues.* The Corporation reserves the right to establish membership dues at any time in the future.

Section 2.16 *Meeting Minutes.* The minutes of every meeting of the Board of Directors shall be recorded and distributed to each member of the Board of Directors. An original copy of the minutes and any attachments shall be brought to the following meeting and shall be signed by the Secretary, once approved, and placed on a book for corporation records.

ARTICLE III. *Board of Directors*

Section 3.01. The Corporation shall be managed by its Board of Directors. Each director shall be at least 18 years of age.

Section 3.02. *Number of Directors.* The number of directors constituting the entire Board shall be neither less than three nor more than nine directors. The number of directors may be increased or decreased at any time and from time to time by amendment of the Bylaws, by action of the members or by majority vote of the entire Board, except that in no case may any decrease in the number of directors shorten the term of any incumbent director.

Section 3.03 *Election and Term of Directors.*

A. Directors shall be elected to a term of two years, except that:

- (1) If the number of Directors in any class is increased, the term of a Director elected to such a newly created vacancy shall end at the same time as the term of other Directors in that class;
- (2) A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, and until his successor is elected and qualified;

B. The initial Board of Directors shall be comprised of those Directors named in the Certificate of Incorporation. Thereafter, subject to the provisions of subsection A of this Section, Directors shall be elected at an annual meeting by an affirmative vote of a majority of the members, and each shall continue in office until his successor is elected or qualified (unless the

Board of Directors, at the annual meeting, determines that there is to be no such immediate successor), or until his death, resignation or removal. The tenure of incumbent members of the Board of Directors shall not be affected by an increase or decrease in the number of Directors.

Section 3.04. *Newly-Created Directorships and Vacancies.* Newly-created directorships resulting from an increase in the number of Directors elected and vacancies occurring in the Board for any reason, except the removal of Directors without cause may be filled by vote of a majority of the Directors then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of Directors without cause shall be filled by vote of the directors. A Director elected to fill a vacancy shall hold office until the next annual meeting at which the election of Directors is in the regular order of business, and until his successor shall have been elected and qualified.

Section 3.05. *Resignation.* Any Director may resign from office at any time by delivering a resignation in writing to the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.

Section 3.06. *Removal of Directors.* Any or all of the Directors may be removed, with cause, by vote of the members. Any Director may be removed with cause by vote of the Board of Directors provided there is a quorum of not less than a majority present at the meeting of Directors at which such action is taken.

Section 3.07.

Meetings of the Board. Meetings of the Board of Directors, annual, regular or special, may be held at any place within or without the State of New York as may be fixed by the Board from time to time or as shall be specified in the respective notice or waivers of notice thereof.

Notice of a meeting need not be given to a Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. A notice or waiver of notice need not specify the purpose of any regular or special meeting of the Board.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Board to another time or place shall be given to the Directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors

Section 3.08. *Quorum and Voting.* Unless a greater proportion is required by law, by the Certificate of Incorporation or by a Bylaw adopted by the members, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business.

Section 3.09. *Written Consent of Directors; Meetings by Conference Telephone.* Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or such committee consent in writing to the adoption of a resolution authorizing such action. Each resolution so adopted and the written consents thereto by members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Any one or more members of the Board of Directors or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 3.10. *Committees of the Board.* The Board of Directors may create committees as needed to perform work in the best interest of the Corporation. The Board of Directors appoints all committee chairs. Committee chairs shall be Directors. All

other members of the committee shall be volunteer or patron members with the Corporation and shall be elected in accordance with the New York Not-for-Profit Corporation Law.

All appointed committees shall serve the purpose assigned to that committee. Committees shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose for the corporation records. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors of any responsibility imposed by law.

Section 3.11. *Compensation of Directors.* Directors may not receive compensation for services rendered to the Corporation.

Section 3.12. *Annual Report of Directors.* The Board of Directors shall present at the annual meeting of members a report, verified by the President and Treasurer or by a majority of the Directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing in appropriate detail the following: (1) the assets and liabilities, including the trust funds, of the Corporation as of the end of a 12-month fiscal period terminating not more than six months prior to said meeting; (2) the principal changes in assets and liabilities, including trust funds, during said fiscal period; (3) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during said fiscal period; (4) the expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal period; and (5) the number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

The annual report of the Directors shall be filed with the records of the Corporation and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of members.

Section 3.13. *Purchase, Sale, Mortgage and Lease of Real Property.* No purchase of real property shall be made by the Corporation and the Corporation shall not sell, mortgage or lease real property unless authorized by the vote of two-thirds of the Board of Directors provided, however, that if there are 21 or more directors, the vote of a majority of the Board shall be sufficient, and further provided that a majority vote of the Board, or a committee of the Board (provided the committee promptly notifies the Board) may authorize a non-substantial real estate transaction.

ARTICLE IV. *Officers, Agents and Employees*

Section 4.01. *General Provisions.* The officers of the Corporation shall be a President, a Secretary and a Treasurer, and may include a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers.

Section 4.02. *Term of Office, Vacancies and Removal.* The officers shall be elected by the Board of Directors at the first meeting of the Board after the annual meeting of the members in each year. The Board may appoint other officers, who shall have such authority and perform such duties as may be prescribed by the Board. Each officer shall hold office until the meeting of the Board following the annual meeting of the members after his appointment and until his successor has been appointed and qualified. Any two or more offices may be held by the same person, except the offices of President and Secretary. If an office becomes vacant for any reason, the Board may fill such vacancy. Any officer so appointed or elected shall serve only until such time as the unexpired term of his successor shall have expired unless re-elected by the Board. Any officer may be removed by the Board with or without cause. Such removal without cause shall be without prejudice to such person's contract rights, if any, but the appointment of any person as an officer, agent or employee of the Corporation shall not of itself create contract rights.

Section 4.03. *Powers and Duties of Officers.*

A. *Chairman of the Board.* The Chairman of the Board (if any) shall preside at all meetings of the members and of the Board of Directors at which the Chairman is present and shall perform such other duties as the Board may designate. In the absence

or inability of the President to act, the Chairman of the Board shall perform the duties and may exercise the powers of the President.

B. *President.* The President shall serve as the chief executive officer of the Corporation. In the absence of the Chairman of the Board, the President shall preside at all meetings of the Board of Directors and, subject to the supervision of the Board, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board.

C. *Vice-President.* In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board.

D. *Secretary.* The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his signature. The Board may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.

E. *Treasurer.* The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. He shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board, the Treasurer shall render a statement of accounts. He shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board, give such bond or security for the faithful performance of his duties as the Board may require.

Section 4.04. *Agents and Employees.* The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 4.05.

Compensation of Officers, Agents and Employees. The Corporation shall not pay any compensation to officers for services rendered to the Corporation, except that officers may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board.

The compensation of agents and employees appointed by the Board shall be fixed by the Board, but this power may be delegated to any officer, agent or employee as to persons under that person's direction or control. The Board may require officers, agents or employees to give security for the faithful performance of their duties.

Section 4.0.6 *Sureties and Bonds.* In case the Board shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his hands.

ARTICLE V. *Miscellaneous*

Section 5.01. *Fiscal Year.* The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 5.02. *Corporate Seal.* The seal of the Corporation shall be circular in form and contain the name of the Corporation, the words “Corporate Seal” and “New York” and the year the Corporation was formed in the center. The Corporation may use the seal by causing it or a facsimile to be affixed or impressed or reproduced in any manner.

Section 5.03. *Checks, Notes, Contracts.* The Board of Directors shall determine who shall be authorized from time to time on the Corporation’s behalf to sign checks, notes, drafts, acceptances, bills of exchange and other orders or obligations for the payment of money; to enter into contracts; or to execute and deliver other documents and instruments.

Section 5.04. *Books and Records.* The Corporation shall keep at its principal office in the State of New York (1) correct and complete books and records of accounts, (2) minutes of the proceedings of its members, Board and any committee of the Corporation, and (3) a current list or record containing the names and addresses of all members, Directors and officers of the Corporation. Any of the books, records and minutes of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 5.05. *Amendments to Certificate and Bylaws.* The Certificate of Incorporation may be amended by majority vote of the members of the Board of Directors pursuant to [N.Y. Not-for-Profit Corp. Law § 802](#).

These Bylaws may be amended or repealed, and new Bylaws may be adopted by the members at the time entitled to vote thereon, or by the Board of Directors. Any Bylaw adopted by the Board may be amended or repealed by the members entitled to vote thereon as herein provided, and any Bylaw adopted by the members may be amended or repealed by the Board except that the Board shall not amend or repeal a Bylaw adopted by the members which provides that such Bylaw shall not be subject to amendment or repeal by the Board. If any Bylaw regulating an impending election of Directors is adopted, amended or repealed by the Board there shall be set forth in the notice of the next meeting of members the Bylaw so adopted, amended or repealed, together with a concise statement of the changes made.

Section 5.06. *Indemnification and Insurance.* The Corporation *shall* indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, by reason of the fact that such person or such person’s testator or intestate is or was a director or officer of the Corporation or serves or served any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Corporation, and the Corporation may advance such person’s related expenses, to the full extent permitted by law. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation and its Directors and officers to the full extent such indemnification is permitted by law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (“the Code”). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in § 4941(d) or § 4945(d), respectively, of the Code. Moreover, the Corporation shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with § 4958 of the Code or any other provision of the Code applicable to corporations described in § 501(c)(3) of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 5.07. *Loans to Directors or Officers.* No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its Directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers are Directors or officers of the Corporation, or hold a substantial financial interest.

End of Document

RESOLUTION and BYLAW AMENDMENT # 3

Resolution of the Board of Directors of PAWS of CNY, Inc. Amending Bylaws

Section 3.03 Election and Term of Directors.

B. The initial Board of Directors shall be comprised of those Directors named in the Certificate of Incorporation. Thereafter, subject to the provisions of subsection A of this Section, Directors shall be elected at an annual meeting by an affirmative vote of a majority of the members, and each shall continue in office until his successor is elected or qualified (unless the Board of Directors, at the annual meeting, determines that there is to be no such immediate successor), or until his death, resignation or removal. The tenure of incumbent members of the Board of Directors shall not be affected by an increase or decrease in the number of Directors.

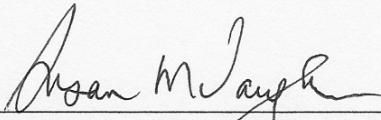
Therefore, it is

RESOLVED, that the bylaws of this corporation be amended in the following manner:

3.03 Election and Term of Directors

The initial Board of Directors shall be comprised of those Directors named in the Certificate of Incorporation. Thereafter, subject to the provisions of subsection A of this Section, Directors shall be elected at an annual meeting of the Board of Directors by an affirmative vote of a majority of the Directors then in office, and each shall continue in office until his successor is elected or qualified (unless the Board of Directors, at the annual meeting, determines that there is to be no such immediate successor), or until his death, resignation or removal. The tenure of incumbent members of the Board of Directors shall not be affected by an increase or decrease in the number of Directors.

The undersigned, Susan Vaughn certifies that he or she is the duly elected secretary of the corporation and that the above is a true and correct copy of the resolution that was duly adopted at a meeting of the board of directors that was held in accordance with state law and the bylaws of the corporation on March 12, 2018. I further certify that such resolution is now in full force and effect.



Secretary of the Corporation - Signature

RESOLUTION and BYLAW AMENDMENT #4

Resolution of the Board of Directors of PAWS of CNY, Inc. Amending Bylaws

Section 2.03. Annual Meeting. A meeting of the members of the Corporation shall be held annually every March for the transaction of business. The annual membership meeting of the Corporation shall be held on a date specified by the Board of Directors. The Secretary shall cause to be communicated directly to every member in good standing, electronically in writing, a notice stating the time and place of the annual meeting.

Therefore, it is

RESOLVED, that the bylaws of this corporation be amended in the following manner:

Section 2.03. Annual Meeting. A meeting of the members of the Corporation shall be held annually during the second calendar quarter (April, May or June) of each year for the transaction of business. The annual membership meeting of the Corporation shall be held on a date specified by the Board of Directors. The Secretary shall cause to be communicated directly to every member in good standing, electronically in writing, a notice stating the time and place of the annual meeting.

The undersigned, Connie Simmons certifies that he or she is the duly elected secretary of the corporation and that the above is a true and correct copy of the resolution that was duly adopted at a meeting of the board of directors that was held in accordance with state law and the bylaws of the corporation on November 20, 2019. I further certify that such resolution is now in full force and effect.



Secretary of the Corporation - Signature