

NON-PROFIT CHARTER FOR Summit Therapy Animals

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Colorado, do hereby certify:

First: The name of the Corporation shall be Summit Therapy Animals.

Second: The place in this state of Colorado where the Non-Profit Corporation shall operate is Summit and neighboring counties.

Third: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Name: Susan Alderman Address: PO Box 10,000 #103, Silverthorne, CO 80498

Name: Lyn Manton Krueger Address: PO Box 1708, Dillon, CO 80435

Name: Brad Perry Address: PO Box 1124, Breckenridge, CO 80424

Name: Jan Shipman Address: PO Box 1169, Silverthorne, CO 80498

Name: Donna Corcel Address: 296 Razor Dr, Keystone, CO 80435

Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then

located exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLES OF INCORPORATION OF Summit Therapy

Animals

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Colorado, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation" is Summit Therapy Animals.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the

principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

ARTICLE V

The initial street address in the state of Colorado of the initial registered office of the Corporation is 58 Carter Drive, Breckenridge CO 80424, and the name of the initial registered agent at such address is Brad Perry.

ARTICLE VI

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VII

The initial board of directors shall consist of 5 members.

ARTICLE VIII

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Name: Susan Alderman Address: PO Box 10,000 #103, Silverthorne, CO 80498

Name: Lyn Manton Kreuger Address: PO Box 1708, Dillon, CO 80435

Name: Brad Perry Address: PO Box 1124, Breckenridge, CO 80424

Name: Jan Shipman Address: PO Box 1169, Silverthorne, CO 80498

Name: Donna Corcel Address: 296 Razor Dr, Keystone, CO 80435

ARTICLE IX

The name and address of the initial incorporator is as follows:

Name: Brad Perry Address: PO Box 1124, Breckenridge, CO 80424

BY-LAWS OF Summit Therapy Animals, A NOT-FOR-PROFIT CORPORATION

ARTICLE I ORGANIZATION

1. The name of the organization shall be Summit Therapy Animals.
2. The organization may at its pleasure by a vote of the membership body change its name.

ARTICLE II MISSION AND PURPOSES

Volunteers enriching the lives of those in need through the powerful human-animal bond.

We promote and provide animal assisted therapy and animal assisted activities in a variety of settings throughout the Colorado Summit. We utilize the therapeutic nature of the human-animal bond to positively affect the lives of others.

Summit Therapy Animals volunteers provide pet-facilitated therapy in hospitals, schools, public libraries, long-term care facilities, adult day care centers, hospice centers, and other care-giving facilities.

ARTICLE III MEMBERSHIP

Any person interested in Therapy Animals shall be eligible for membership, and once accepted, a member shall have equal rights and privileges with all other members. In particular, each member shall be entitled to one vote on all matters submitted for a vote of the membership.

Types of membership:

1. **Registered:** any interested individual residing in a county of Colorado recognized by the Membership Committee and owning a currently registered therapy animal with a therapy animal organization recognized by the Membership Committee.

2. **Honorary:** any individual interested in the mission of Summit Therapy Animals and approved by a majority of board of directors. A honorary member may be approved or removed at any official meeting attended by a quorum of the board of directors. Honorary members have a perpetual membership unless removed by a majority of the board at any official meeting attended by a quorum of the board of directors.

3. **Approved:** any individual interested in the mission of Summit Therapy Animals and confirmed by a majority of the Membership Committee.

The Membership Committee shall review and renew/reject the qualifications of Registered Members at least once per calendar year. The Membership Committee shall review and renew/remove Approved Members at least once per calendar year.

ARTICLE IV MEETINGS

The annual membership meeting of this organization shall be held on or about the 25th of August each and every year. The Board of Directors shall fix the day but it shall not be more than two weeks from 25th of August.

The Recording Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting. Electronic Mail (email) is an acceptable form of mail for meeting notices. Notices of the

annual meeting shall be mailed at least ten (10) days before the scheduled date for the meeting.

The presence of not less than 1/2 (50%) percent of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than 4 weeks from the date scheduled by these By-Laws and the recording secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the president when he deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of 1/2 (50%) percent of the members of the Board of Directors or 1/4 (25%) percent of the members of the organization, the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V VOTING

At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VI ORDER OF BUSINESS

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

ARTICLE VII BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of at least 4 and no more than 7 members, together with the officers of this organization. At least one of the directors elected shall be a resident of the State of Colorado and a citizen of the United States.

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization

in the same manner and style as the officers of this organization and they shall serve for a term of 3 years.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

2/3 (66%) percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the 25th of August.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The President/Co-Presidents of the organization by virtue of this office shall be Chairman/Chairmans of the Board of Directors.

The organization shall have at least 1 and at most 3 members of the Board of Directors holding the office of President or Co-Presidents. Co-Presidents shall share the duties of President and may be assigned specific individual duties by the Board of Directors. The Board of Directors may change the number of Co-President positions (1, 2 or 3) by majority vote at each annual meeting. All candidates for President positions shall appear on one ballot: the candidate with the most votes fills the office of one President; the candidates with the most and second most votes fill the office of two Co-Presidents; the candidates with the most, second most and third most votes fill the office of three Co-Presidents.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE VIII OFFICERS

The initial creation of the organization shall have 2 Co-Presidents, Vice President, Treasurer and Recording Secretary. The initial officers of the organization shall be as follows:

Co-President: Susan Alderman

Co-President: Lyn Manton Krueger

Vice President: Brad Perry

Treasurer: Jan Shipman

Recording Secretary: Donna Corcel

The President/Co-Presidents shall preside at all meetings of the Club, and conduct the same according to the rules adopted; he/she/they shall enforce due observance of these by-laws; decide all questions of order; and appoint all committees, temporary or permanent.

The President/Co-Presidents shall present at each annual meeting of the organization an annual report of the work of the organization.

The President/Co-Presidents shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall in the event of the absence or inability of the President/Co-Presidents to exercise office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

The Vice President shall see all books, reports and certificates required by law are properly kept or filed. He/She shall attend to all legal and codified (statute, federal or state) correspondence of the organization.

The Recording Secretary shall keep a record of the proceedings of all meetings; keep a roll of members in conjunction with the Membership Committee; read and/or provide minutes of all meetings; and insure notification of every member prior to each meeting.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He/She shall cause the funds of the organization be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state.

He/She shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

He/She shall exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

All officers are authorized to sign checks and drafts of the organization.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE IX SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE X COMMITTEES

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

The Membership Committee shall be a permanent committee of the organization. The President/Co-Presidents shall be members of the Membership Committee. The Board of Directors shall select additional members of the Membership Committee, as needed, at the annual meeting. The Membership Committee shall serve 4 duties:

1. Decide on the “therapy animal organizations” recognized as acceptable for Registered Members. The list of such recognized organizations shall be made publicly available.
2. Decide on the counties in the state of Colorado recognized as acceptable for Registered Members. The list of such recognized counties shall be made publicly available.
3. Review individuals interested in being Approved Members of the organization and accept or deny such requests.
4. Maintain a “membership roll” of the organization including a US Mail or email address of each member.

ARTICLE XI DUES

There are no dues required from members of this organization.

ARTICLE XII AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than 2/3 (66%) percent of the members.

Summit Therapy Animals Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
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4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
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Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
 - b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
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Article V

Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the

Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.