Bylaws of Hudson Paw Group Inc.

BOARD OF DIRECTORS

General Powers

1. The business and affairs of the non-profit will be managed by or under the direction of the Board of Directors (the “Board”).

Board Director Liability

2. Each Board Director is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the non-profit. If a Board Director acts in good faith and in a manner that is reasonably in line with the best interests of the non-profit as determined by a reasonably prudent person situated in similar circumstances, then they shall be immune from liability arising from official acts on behalf of the non-profit. Board Directors who fail to comply with this section of these Bylaws shall be personally liable to the non-profit for any improper acts and as otherwise describe in the Bylaws.

Number, Tenure and Quorum

3. The Board will consist of a minimum of three Directors. Each Director will hold office until that Director’s successor is elected and qualified or until that Director’s earlier resignation or removal. Any Director may resign at any time upon notice given in writing or by electronic transmission to the non-profit. In order to transact business at a meeting of the Board, a quorum of a majority of the total number of Board Directors eligible to vote will be required. The vote of the majority of the Board present at a meeting at which a quorum is present will be the act of the Board.

Regular Meetings

4. By resolution, the Board may provide the time and place, either within or without the state of Tennessee, for the holding of regular meetings without any notice other than that resolution.

Special Meetings

5. Special meetings of the Board may be called by or at the request of the President or by a majority of the Board. The person or persons calling that special meeting of the Board may fix any date, time or place, either within or without the state of Tennessee, to be the date, time and place for holding that special meeting.

Notice

6. Reasonable written notice of the date, time and place of a special meeting of the Board will be given prior to the date set for that meeting. The written notice can be given personally, by mail, by private carrier, by telephone facsimile, or by any other

manner as permitted by the Tennessee Code Title 48. The notice will be given by the Secretary or one of the persons authorized to call Board meetings.

7. If written notice is mailed, correctly addressed to a Board Director's address provided in the non-profits current records, the notice will be deemed to have been given to that Director at the time of the mailing. If written notice is sent by private carrier or if the written notice is sent by United States mail, postage prepaid and by registered or certified mail, return receipt is requested, the notice will be deemed to have been given to the Director on the date shown on the return receipt. Otherwise notice is effective when received by a Director.

8. Notice of any Board meeting may be waived by a Director before or after the date of the time of the meeting. The waiver must be in writing, must be signed by a Director, and must be delivered to the non-profit for inclusion in the minutes or filing with the non-profit's records. The attendance of a Director at a meeting of the Board will constitute a waiver of notice of that meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.

<u>Action by Directors Without a Meeting</u>

9. Any action to be taken at any meeting of the Board or of any committee of the Board may be taken without a meeting if all Directors of the Board or committee, as the case may be, consent to it in writing, or by electronic transmission and the writing or writings of electronic transmission or transmissions are filed with the minutes of proceedings of the Board or committee. This filing will be in paper form if the minutes are maintained in paper form and will be in electronic form if the minutes are maintained in electronic form.

<u>Remote Communication Meetings</u>

10. Remote communication means any electronic communication including conference telephone, video conference, or any other method or form currently available or developed in the future by which Board Directors not present in the same physical location may simultaneously communicate with each other.

11. A meeting of the Board, may be held by any means of remote communication by which all persons authorized to vote or take other action at the meeting can hear each other during the meeting and each person has a reasonable opportunity to participate. This remote participation in a meeting will constitute presence in person at the meeting.

<u>Vacancies and Newly Created Board Positions</u>

12. When vacancies or newly created Board positions resulting from any increase in the authorized number of the Board occur, a majority of the Board, then in office,

although less than a quorum, or the sole remaining Board will have the power to appoint new Director to fill this vacancy or vacancies. Each new Director, so chosen, will hold office until the next annual meeting of the Board.

13. When one or more Directors resign from the Board and the resignation is to become effective at a future date, a majority of the Board, then in office, including those who have also resigned, will have the power to appoint new Director to fill this vacancy or vacancies. The appointments of these new Directors will take effect when the resignation or resignations are to become effective, and each new Director so chosen, will hold office until the next annual meeting of the Board.

Removal

14. Any Director may be removed, with or without cause, by a majority of the Board then entitled to vote at an election of a new Director at a special meeting of the Board called for that purpose.

Organization

15. Meetings of the Board will be presided over by the President, or in the President's absence by a Director chosen at the meeting. The Secretary will act as secretary of the meeting, but in the absence of the Secretary, the person presiding at the meeting may appoint any person to act as Secretary of the meeting.

Chair of the Board

16. The chair of the Board, if present, will preside at all meetings of the Board, and exercise and perform any other authorities and duties as may be from time to time delegated by the board.

Compensation

17. The board will, by resolution, fix the fees and other compensation for the Directors for their services as Directors, including their services as Directors of committees of the Board.

Presumption of Assent

18. A Director of the non-profit who is present at a meeting of the Board will be presumed to have assented to an action taken on any non-profit matter at the meeting unless:

    a. A Director objects at the beginning of the meeting, or promptly upon the entire Boards arrival, to holding the meeting or transacting business at the meeting;

    b. A Director’s dissent or abstention from the action taken is entered in the minutes of the meeting; or

c. A Director delivers written notice of the Director's dissent or abstention to the presiding officer of the meeting before the adjournment of the meeting or to the non-profit within a reasonable time after adjournment of the meeting.

19. Any right to dissent or abstain from the action will not apply to a Director who voted in favor of that action.

Dissolution of Organization

20. Upon the dissolution of Hudson Paw Group, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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.

COMMITTEES

Appointment

21. The Board may designate one or more committees, each committee to consist of one or more of the Board of the non-profit. The Board may designate one or more Directors as alternative Directors of any committee, who may replace any absent or disqualified Director at any meeting of the committee.

22. In the absence or disqualification of a director of a committee, the Director or Directors present at any meeting and not disqualified from voting, whether or not that Director or Directors constitute a quorum, may unanimously appoint another Director of the Board to act at the meeting in the place of any absent or disqualified Director.

23. The committee or committees, to the extent provided in the resolution of the Board will have and may exercise all powers an authority of the Board in the management of the business and affairs of the non-profit and may authorize the seal of the non-profit to be affixed to all papers which may require it. No such committee will have the power of authority in reference to the following matters:

    a. Adopting, amending or repealing any Bylaws of the non-profit.

Tenure

24. Each Director of a committee will serve at the pleasure of the Board.

Meetings and Notice

25. The method by which Board meetings may be called and the notice requirements for these meetings as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Quorum

26. The requirements for a quorum for the Board as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Action Without a Meeting

27. The requirements and procedure for actions without a meeting for the Board as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Resignation and Removal

28. Any Director of a committee may be removed at any time with or without cause, by a resolution adopted by the majority of the full Board. Any Director of a committee may resign from the committee at any time by giving written notice to the Chair of the Board of the non-profit, and unless otherwise specified the notice, the acceptance of this resignation will not be necessary to make it effective.

Vacancies

29. Any vacancy in a committee may be filled by a resolution adopted by the majority of the full Board.

Committee Rules of Procedure

30. A committee will elect a presiding officer from its Directors and may fix its own rules of procedure provided they are not inconsistent with these Bylaws. A committee will keep regular minutes of its proceedings and report those minutes to the Board at the first subsequent meeting of the Board.

OFFICERS

Appointment of Officers

31. The Officers of the non-profit (individually the “Officer” and collectively the “Officers”) will consist of the President, a Treasurer, and a Secretary.

32. The Officers will be appointed by the Board at the first meeting of the Board.

Term of Office

33. Each Officer will hold office until a successor is duly appointed and qualified or until the Officer's death or until the Officer resigns or is removed as provided in these Bylaws

Removal

34. Any Officer appointed by the Board may be removed by the Board at any time with or without cause, provided, however, any contextual rights of the person, if any, will not be prejudiced by the removal.

Vacancies

35. The Board may fill a vacancy in any office because of death, resignation, removal, disqualification, or otherwise.

President

36. Subject to the control and supervisory powers of the Board and its delegate, the powers and duties of the President will be:

    a. To have the general management and supervision, direction and control of the business and affairs of the non-profit

    b. To ensure that all orders and resolutions of the Board are effectively carried out;

    c. To maintain records of and certify, whenever necessary, all proceedings of the Board and the Officers;

    d. To put the signature of the non-profit to all deeds, conveyances, mortgages, guarantees, leases, obligations, bonds, certificates and other papers and instruments in writing which have been authorized by the Board or which, in the opinion of the President, should be executed on behalf of the non-profit; and, subject to the instructions of the Board, to have general charge of the property of the non-profit and to supervise and manage all Officers, agents and employees of the non-profit; and

    e. To perform all other duties and carry out other responsibilities as determined by the Board.

Treasurer

37. Subject to the control and supervisory powers of the Board and its delegate, the powers and duties of the Treasurer will be:

    a. To keep accurate financial records for the non-profit;

    b. To deposit all money, drafts and checks in the name of and to the credit of the non-profit in the banks and depositories design designated by the Board;

    c. To endorse for deposit all notes, checks, and drafts received by the non-profit, as instructed by the Board making proper vouchers for them;

    d. To disperse funds and issue checks and drafts in the name of the non-profit, as instructed by the Board;

e. To submit to the President and the Board, as requested, an account of all transactions by the Treasurer and financial condition of the non-profit;

f. To prepare and submit to the Board annual reports detailing the financial status of the non-profit; and

g. To perform all other duties and carry out other responsibilities as prescribed by the Board or the President.

<u>Secretary</u>

38. The Secretary will perform the following duties:

    a. Prepare the minutes of the meetings of the Board and keep those minutes in one or more books or electronic folders, provided for that purpose;

    b. Authenticate the records of the non-profit as will from time to time be required;

    c. Ensure that all notices are duly given in accordance with the provision of these Bylaws or is required by law;

    d. Act as custodian of the non-profit records and of the non-profit seal, if any, and ensure that the seal of the non-profit, if any, is affixed to all documents the execution of which on behalf of the non-profit under its seal is duly authorized; and

    e. Perform all duties incidental to the office of the Secretary and any other duties from time to time may be delegated to the Secretary by the President or the Board.

<u>Delegation of Authority</u>

39. The Board reserves the authority to delegate the powers of any Officer to any other Officer, notwithstanding any provision in these Bylaws.

<u>Officers Liability</u>

40. Each Officer is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the non-profit. If an Officer acts in good faith and in a manner that is reasonably in line with the best interests of the non-profit as determined by a reasonably prudent person situated in similar circumstances, then they shall be immune from liability arising from official acts on behalf of the non-profit. Officers who fail to comply with this section of these Bylaws shall be personally liable to the non-profit for any improper acts and as otherwise describe in the Bylaws.

LOANS, CHECKS, DEPOSITS, CONTRACTS

Loans

41. Without authorization by a resolution of the Board, the non-profit is prohibited from making or accepting loans in the non-profit name, or issuing evidence of indebtedness in its name. The authorization of the Board for the non-profit to perform these acts can be general or specific.

Checks Drafts Notes

42. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the non-profit must be signed by a designated Officer of the non-profit and in a manner as will from time to time be determined by resolution of the Board.

Deposits

43. All funds of the non-profit not otherwise used, will be deposited to the credit of the non-profit and banks, trust companies, or other deposits depositories designated by the Board.

Voting Securities Held by the Non-Profit

44. The President or another Officer designated by the Board will, with full power and authority attend, act, and vote on behalf of the non-profit, at any meeting of security holders or interest holders of other entities in which the non-profit may hold securities or interests. At that meeting, the President or other delegated agent, will have and execute any and all rights and powers incidental to the ownership of the securities or interest that the non-profit holds.

Contracts

45. The Board may give authority to any Officer or agent, to make any contract or execute and deliver any instrument in the name of the non-profit and on its behalf, and that authority may be general or specific.

Loans to Employees and Officers

46. The non-profit may not lend money to, or guaranty any obligation of, or otherwise assist, any Officer or employee of the non-profit or of any subsidiary of the non-profit, including any Officer or employee who is a Director of the non-profit or any subsidiary of the non-profit.

APPENDIX

Glossary

- **Bylaws** - The purpose of these bylaws (the "Bylaws") is to provide rules governing the internal management of the non-profit.

- **Chair of the Board** - Once a Board has been appointed or elected, the Board will then elect a chairperson (the "Chair of the Board"). The Chair of the Board will act to moderate all meetings of the Board and any other duties and obligations as described in these Bylaws.

- **Officer** – An officer (individually the "Officer" and collectively the "Officers") is any individual acting for or on behalf of the non-profit. An Officer of the non-profit will usually be appointed to a specific task such as secretary, president, treasurer or other similar position. One person may hold several offices. The Officers will manage the day-to-day operations of the non-profit and report to the Board.

- **Principal Executive Office**- The Principal Executive Office for the non-profit is where the President of the non-profit has an office.

- **Principal Office** - The Principal Office of the non-profit is the address designated in the annual report where the executive offices of the non-profit are located.

- **Principal Place of Business** - The principal place of business is the address at which the non-profit conducts its primary business.

- **Registered Office** - The registered office is the physical street address within the state where the registered agent can be contacted during normal business hours for service of process.