

BYLAWS OF THE PET MOBILITY PROJECT FOUNDATION, INC.  
A MISSOURI NOT FOR PROFIT CORPORATION

ARTICLE I

The *name* of this corporation is THE PET MOBILITY PROJECT FOUNDATION, INC.

ARTICLE II

The corporation shall exist for a period of *perpetual duration*. This corporation is formed as a not-for-profit corporation (Missouri Non-Profit Corp. #N000698339), and it has no members or stated capital nor shares issued representing capital.

ARTICLE III  
CORPORATE PURPOSES

The corporation is formed for the following purposes: exclusively for charitable, religious, and educational 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and specifically to include, without excluding other charitable relief to the poor, distressed, or underprivileged, the promotion of Personal Energy Transportation (PET) vehicles for individuals with disabilities who have no means of mobility, by funding or underwriting the production, coordination and dissemination of such vehicles to international agencies, sponsors, and distribution partners; and all other purposes enumerated and permitted under Section 501(c)(3) of the Internal Revenue Code and Section 355.025, RSMo. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred on behalf of the corporation and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the corporation shall not campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). To the extent that the same may be necessary for such purposes, and in connection with the charitable activities of PET International, Inc. and its PET not-for-profit affiliates in the State of Missouri and around the world, to receive gifts, grants, devises, bequests, subscriptions, transfers, and conveyances of real or personal property as trustee or otherwise in the furtherance of the purposes for which this corporation is formed and to take and to hold the same subject to the conditions, restrictions, and limitations, if any, that may be imposed by the donors or makers of such gifts, grants, devises, bequests, subscriptions, transfers, and conveyances as to the use, purpose, and disposition thereof, and such condition(s) may include provisions for the partial benefit of other charitable organizations; to manage, care for, control, use, mortgage, encumber, exchange, sell, transfer, and convey

any and all real and personal property granted and conveyed to, or acquired by, this corporation, and to these broad ends to exercise the following powers and functions, to wit:

- (a) To formulate its own Bylaws and rules of action, provided such Bylaws and rules of action are in harmony with the laws of the State of Missouri and the bylaws of PET International, Inc. and are consistent with the terms, provisions, limitations, and requirements of the Articles and Certificate of Incorporation or amendments thereto;
- (b) To elect and to remove the officers and trustees of the Foundation Board according to its judgment as exercised in accordance with the Bylaws or amendments thereto;
- (c) To collect money, acquire permanent endowment funds and securities, acquire real, personal, and mixed property by grants, gifts, bequests, devises, demises, purchases, or otherwise, and to hold, use, invest, administer, encumber, sell, lease, and convey the same, provided however, that all such property and acquired and held by this corporation shall be held in trust for the use and benefit of PET International, Inc. and its not-for-profit corporate purposes, and may include provisions for the partial benefit of other charitable organizations and PET affiliates, distribution partners and sponsors, subject to the conditions placed thereon by the donor;
- (d) To promote in all ways and manners deemed advisable the established and contemplated purposes of the established institutions and causes of PET International, Inc. and its PET affiliates, distribution partners and sponsors;
- (e) To exercise all the powers and privileges granted to corporations by the Missouri General Corporation Act, as amended from time to time.

#### ARTICLE IV INCORPORATOR AND REGISTERED AGENT

The registered agent and incorporator of the corporation is Robert L. Fleming, Esq., who shall serve at the pleasure of the Board of Trustees, and until replaced by them. The office of the registered agent is 12801 W. Hwy EE, Rocheport, Missouri 65279 (573) 864-2154.

#### ARTICLE V BOARD OF TRUSTEES

- (1) The affairs of the corporation shall be governed by and managed under the *authority* of the Board of Trustees.
- (2) The Board is *responsible* to ensure that the corporation accomplishes its mission; that its interests are appropriately addressed; and that activities are carried out prudently in accordance with ethical and legal principles. In so doing the Board has the following specific powers and responsibilities:
  - (a) To set vision and establish policies for carrying out the mission, purpose and activities of the corporation;
  - (b) To elect Trustees and Officers, and to fill vacancies in office;
  - (c) To appoint and/or remove the Chief Executive Officer or other officers;
  - (d) To authorize acceptance of any contribution, gift, bequest, devise or other instrument of conveyance made to carry out any purpose of the corporation; to receive and maintain any property as assets of the corporation, whether real, personal or mixed, by way of gift, bequest, devise or purchase; and to modify or dispose of such assets.
  - (e) To borrow money;

- (f) To adopt and/or amend the Articles of Incorporation and/or bylaws of the corporation;
- (g) To change the registered office, and to appoint the registered agent and auditors and such other advisors as may be required by law or by the Board of Trustees' fiduciary responsibility;
- (h) To designate the officers, agents and others who shall have authority to execute any instrument on behalf of, or to bind, the corporation;
- (i) To set policies and criteria required for affiliation with the corporation;
- (j) To dissolve the corporation and dispose of such assets in accordance with the Articles of Incorporation; to wit:

The assets of the corporation will be distributed on dissolution as follows: (1) to PET International, Inc., (N00621881), doing business internationally as Mobility Worldwide, if said organization is still an operating not-for-profit corporation, in good standing, with the Missouri Secretary of State, for the not-for-profit purposes of PET International, Inc.; (2) in default of PET International, Inc. being in good standing as aforementioned, or upon direction of PET International, Inc., to PET Missouri-Columbia, Inc., (N00694425) an affiliate not-for-profit corporation, if said organization is still an operating not-for-profit corporation, in good standing, with the Missouri Secretary of State, or in default of both, to any other PET affiliate not-for-profit corporation in good standing with their respective state regulators, as the Board of Trustees of PET International, Inc. in its sole discretion hereinafter directs or provides, for the not-for-profit purposes of its aforesaid affiliate(s); (3) in default of PET International, Inc. and any PET affiliate in good standing being available as aforementioned, the assets of this corporation 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; and as further limited pursuant to Sections 355.661 to 355.746 and 355.881(4), RSMo, to a public benefit corporation, and as more specifically directed within these limitations by the corporate board of trustees.

- (k) To carry out such other responsibilities as are connected with the Board of Trustees' governing responsibility and/or that may be required by law.
- (3) Trustees shall be *elected* by the Board at the conclusion of the annual meeting of the Board of Trustees, or at such other time as determined by the Chairman of the Board and after notice to all Board members serving at the time. Trustees shall take office immediately upon election.
- (4) Only those persons who understand the responsibilities, role and function of a governing board, and who are committed to attending all meetings of the Board of Trustees unless prevented by unavoidable circumstances, are *qualified* and eligible for election. In addition, every Trustee shall be passionate about and committed to the objectives and work of the corporation and our partner organization PET International, Inc., doing business internationally as Mobility Worldwide. No more than two (2) Trustees shall be actively involved or connected with any one PET affiliate.
- (5) The Board of Trustees shall *consist* of not less than three (3) nor more than ten (10) Trustees. The *number* of Trustees may be increased or decreased from time to time by election or by amendment of these Bylaws; notwithstanding, the number shall not be less than three (3).

- (6) The *term* of office as a Trustee is three (3) years. Trustees may be elected for a lesser period to fill out a term, so that as far as possible, the term of office for one-third (1/3) of the Trustees shall expire each year. A Trustee, if otherwise qualified, may be eligible to be re-elected for two (2) successive terms, except that a Trustee may not serve for more than nine (9) years of continuous service without a one year break in service.
- (7) A *vacancy* occurs when a Trustee resigns, is removed from office, or dies.
- (8) A Trustee may *resign* by delivering written notice to the Chair or Secretary of the corporation. Resignation is effective when the notice is received unless the notice states another date.
- (9) The Board of Trustees shall *remove* a Trustee who fails to attend two consecutive meetings unless absent for unavoidable and documented reasons. The Board of Trustees may remove a Trustee, or Trustees, for any other reason, with or without cause, by a two-thirds (2/3) vote of the other Trustees present and voting at any meeting. Notice of the meeting shall state that the purpose, or one of the purposes, of the meeting is the removal of the Trustee(s). A Trustee subject to removal action shall be given an opportunity to present a defense at the meeting where removal action is taken.
- (10) If the occurrence of a vacancy reduces the size of the Board to less than the minimum of three (3) specified in sub-section (5) immediately above, the Board shall elect a person to *fill* the unexpired term of the Trustee who vacated the office. If the occurrence of a vacancy does not reduce the size of the Board to less than three (3), the Board of Trustees may elect a person to a new three (3) year term, in the option of the Board. If otherwise qualified, a Trustee elected to fill a vacancy is eligible to be re-elected to succeeding terms.
- (11) Trustees serve as volunteers and receive no compensation for their services as Trustees; notwithstanding, the Board of Trustees may authorize reimbursement for ordinary and necessary expenses incurred in conjunction with responsibilities as Trustees.
- (12) The Board of Trustees shall have two (2) *Regular Meetings* each year, one of which shall be designated as the annual meeting, to be held at the principle place of business or another location as specified by the Board. Dates and times of Regular Meetings shall be announced at least one meeting in advance, so that no further notice is required.
- (13) *Special Meetings* may be called by the Chair or any two (2) of the Trustees, and may be held at the principle place of business or another location specified in the notice of the meeting. Written notice of the meeting at which any of the following matters is to be voted upon shall be mailed to each Trustee at least seven (7) days in advance of the meeting:
  - (a) Amendments to the Articles of Incorporation or Bylaws;
  - (b) Trustee and/or Officer conflict of interest issues;
  - (c) Indemnification for legal costs;
  - (d) Acquisition, disposition or modification of real property holdings;
  - (e) Merger or dissolution, or other matters affecting the existence of the corporation.
  - (f) Other matters as determined to be of special interest or requiring immediate action, as determined by the Chairman of the Board.

Only those matters described in the Notice of Meeting may be considered or acted upon in a Special Meeting. A Trustee's attendance at a meeting, whether in person or by telecommunications equipment, waives objection to either lack of or defective notice.

- (14) The Board of Trustees may conduct, or permit Trustees to participate in, a regular or special meeting by means of telecommunications by which all Trustees participating may simultaneously hear each other during the meeting.

- (15) Unless Articles of Incorporation or these Bylaws specify a larger quorum for specific matters, official action may be taken when a *quorum* of at least eighty per cent (80%) of the elected and serving Trustees are present.
- (16) The *vote* of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees unless a greater proportion than a simple majority is required by the Articles of Incorporation or by these Bylaws.
- (17) Any required action may be taken without a meeting by unanimous written *consent* signed by all Trustees, singly or in counterpart, entitled to vote. This consent shall have the same force and effect of a unanimous vote at a meeting, and shall be recorded as such in the corporation's minutes.
- (18) The Board of Trustees may create *committees* as needed to assist it in its work. Any committee so created shall have the limited authority and specific responsibilities designated by the Board; notwithstanding, no committee shall have the authority to act on behalf of, or to exercise the powers of the Board without the express authority of the Board. The Board may appoint a Nominating Committee consisting of at least two (2) elected Trustees and the Chief Executive Officer. At least thirty (3) days before the scheduled election, the Committee is to submit to the Board those nominees for election who, in its judgment, are qualified, as specified in sub-section (4) above, to serve as Trustees and/or Officers. The Nominating Committee may, but is not required to, submit more than one name for each open position.

## ARTICLE VI OFFICERS OF THE CORPORATION

- (1) The Board of Trustees shall elect the *Officers* of the corporation: Chairman of the Board, Vice Chair, Treasurer, Secretary and President or Chief Executive Officer, and such other corporate or operating officers as shall be determined from time to time by the Board.
- (2) The Board of Trustees shall *elect* the Chair and Vice Chair from within the Board of Trustees, and may elect the Treasurer and Secretary, and other offices from within or outside the Board. The initial President or Chief Executive Officer may be elected from within the Board, but at such time as there are four (4) or more Trustees, the President or Chief Executive Officer shall no longer sit on the Board. Any two or more other officers, except the offices of Chair and Secretary, may be held by the same person at any time.
- (3) Officers shall be elected for a *term of office* of one (1) year. If otherwise qualified, an officer may be elected to subsequent terms. Officers shall take office immediately upon election and shall hold office until their successors have been duly elected and qualified.
- (4) A *vacancy* in an office may occur by reason of resignation, removal or death of the Officer.
- (5) An officer may be *removed* in accordance with the procedure for removal of a Trustee in Article V, sub-section (9).
- (6) A vacancy in an office may be *filled* for the unexpired term at any regular or special meeting of the Board of Trustees.
- (7) The *Chair* is responsible to coordinate and lead the work of the Board of Trustees and its committees; to preside at all meetings of the Board, and to vote as a Trustee when necessary

- to decide issues before the Board; to call special meetings of the Board; and to perform such other duties as may from time to time be assigned to the Chair by the Board. The Chair shall be an ex-officio member of all committees created by the Board.
- (8) The *Vice Chair* serves as Chair in the Chair's absence; performs those duties that may be assigned from time to time by the Chair and/or the Board of Trustees; and succeeds to the office of Chair if the Chair is unable to perform the duties of the office.
  - (9) The *Treasurer* is responsible for the custody of funds, securities, and evidences of the corporation's ownership of property in whatever form; to establish and maintain accounts at such financial institutions as the Board of Trustees may designate and to ensure that funds and securities are deposited therein in the name of the corporation; for the signature, whether by manual or facsimile signature, of all checks, drafts, notes, and orders for payment of money, or transfers of property, on behalf of the corporation; to keep true records of account and preparation of financial statements and reports; to cooperate with any audit or review of the corporation's finance or records; to produce books of account at any reasonable time to any Trustee who requests this; and, in general, to perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Board of Trustees or the Chief Executive Officer.
  - (10) The *Secretary* is responsible for the recording and custody of the minutes of the meetings of the Board of Trustees and its committees; to authenticate and/or certify records of the corporation; to have charge of all books, corporate documents and papers properly belonging to the office of Secretary, all of which shall be open to examination by any Trustee at a reasonable time; for the custody of the corporate seal, if any; and to perform such other duties incident to the office of Secretary and such other duties as may be required by law, by these Bylaws, or by the Board of Trustees.
  - (11) The *President* or *Chief Executive Officer* shall have overall responsibility for the management and operation of the activities of the corporation and shall be accountable to the Board of Trustees.
  - (12) Other *operating* officers may be elected by the Board of Trustees according to the needs of the corporation and assigned appropriate titles as reflects their function or duties. Such operating officers shall be accountable through the President or Chief Executive Officer.

## ARTICLE VII CONFLICTS OF INTEREST

- (1) Before engaging in any type of the following transactions that may present a conflict of interest, a Trustee or Officer of the corporation shall disclose all of the relevant facts to the Board of Trustees:
  - (a) Any contract or business transaction with the corporation in which the Trustee or Officer, or a related third party, may directly or indirectly profit financially or materially;
  - (b) Any contract or business transaction with a material financial interest that would be adverse to the corporation.
- (2) After due deliberation to determine whether the contract or business transaction is just, fair and reasonable to, and in the best interest of the corporation, the Board of Trustees shall vote to authorize, approve, ratify or prohibit the contract or transaction. Although the interested Trustee may be counted in the quorum for the meeting, the Trustee or Officer shall not

influence the deliberations of the Board, and shall leave the meeting during discussion and vote.

- (3) The minutes of the meeting shall record that the conflict of interest was disclosed and discussed, the action taken, and that the interested Trustee or Officer was absent from the meeting during discussion and vote.

## ARTICLE VIII FINANCIAL RESPONSIBILITIES

The *fiscal year* of the corporation shall be from January 1 to December 31 of each year. Annually, the Board shall appoint an independent outside auditor to conduct an audit or review of the corporation's financial records for the previous year. The auditor shall timely make and submit a written report of the findings and recommendations to the Board.

## ARTICLE IX DISPUTE RESOLUTION

The corporation recognizes its responsibility to manage God-given resources wisely and is committed to *resolution of disputes* and reconciliation of differences according to Biblical principles. Therefore, should a dispute, claim or controversy arise out of the corporation's activities that is not peaceably resolved by reference to the Scriptures and these Bylaws, the Board will seek to resolve and settle such dispute, claim, or controversy by biblically based conciliation, mediation and/or if necessary, by legally binding arbitration in accordance with practices established by the Institute for Christian Conciliation of Billings, Montana and articulated in the Rules of Procedure for Christian Conciliation. Any judgement or award therefrom may be entered into any court having jurisdiction over the parties and the subject matter.

Notwithstanding its commitment to Biblical dispute resolution, the Board of Trustees may, in full accordance with the laws of the State of Missouri, *indemnify* officers, Trustees, employees and agents who were, or are, a party to any threatened, pending or completed action, suit or proceeding arising out of the performance of duties on behalf of this corporation; and may purchase and maintain insurance on behalf of said officers, Trustees, employees and agents against any liability arising out of, or in conjunction with, such service in such capacity.

## ARTICLE X AMENDMENTS

These Bylaws may be altered, amended or repealed and replaced at any regular meeting or special meeting of the Board of Trustees at which a quorum is present. Written notice that complies with the requirements of Article V, sub-section (13) is to include either the proposed amendment(s) or a summary of the proposed amendment drafted by the corporate Secretary and entered in the minutes. The affirmative vote of two-thirds (2/3) of the Trustees present and voting is required.

Bylaws Accepted and Approved by the Board of Trustees:

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Robert L. Fleming, Secretary  
PET Mobility Project Foundation, Inc.  
12801 W. Hwy EE  
Rocheport, MO 65279  
(573) 864-2154  
Email: [robflaming1@juno.com](mailto:robflaming1@juno.com)

Date: \_\_\_\_\_