

**BY-LAWS
OF
THERAPY DOGS INCORPORATED**
(A Wyoming Incorporated Non-Profit Corporation)
2010

ARTICLE I - NAME

Section 1. The name of this organization shall be "Therapy Dogs Incorporated," hereafter known as TDInc.

Section 2. This organization is a Wyoming Incorporated Non-Profit 501(c) 3 Corporation.

Section 3. The organization shall have a seal, which shall be in the following form:
a common seal, consisting of a circle having on its circumference the words, "Therapy Dogs Incorporated," and in the center thereof the word, *Corporate Seal*, an imprint of which seal is hereto attached.

Section 4. The organization may, at its pleasure, by a vote of the membership body, change its name.

Section 5. The organization is formed as, and meant to qualify as, a non-profit organization under the laws of the State of Wyoming and the United States of America, and shall be governed by any rules, regulations and/or restrictions applicable to such a non-profit organization.

ARTICLE II - OBJECT

Section 1. TDInc. is organized exclusively for the charitable, scientific, and educational purpose of providing, through its members, well trained, affectionate and obedient dogs for therapeutic contacts with the elderly, the disabled, and the young, in hospitals, homes, nursing facilities, schools, and pre-schools or other locations. TDInc. may make financial distributions for these purposes and, upon approval of the Board of Directors, may make donations to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 2. The corporation will provide detailed specifications for the testing, health care and temperament to qualify a dog and handler for therapy work. Dogs, to qualify as therapy dogs, shall be healthy, clean, and free of transmittable diseases, of sound temperament, and able to work with other therapy dogs socially.

ARTICLE III - MEMBERSHIP

Section 1. Membership

Membership is open to all who support the purposes of TDInc. A member in good standing will abide by the TDInc. Rules and Regulations and have paid current membership dues. Annual membership dues are due and payable on the membership anniversary date. **TDInc. reserves the right to not renew membership.**

Section 2. Minor Members

The minimum age requirement for TDInc. membership is 16. Prospective members, 12 to 16 years old, must apply and be approved through the Exceptions Committee. A prospective member aged 12 to 16 may accompany a T/O on one visit before being tested. Children under the age of 16 years, unless a registered junior handler, are not allowed on TDInc. visits. A TDInc. member, with or without a dog, must accompany a 12 to 16 year old junior member and a parent/guardian on all visits. If the parent/guardian is the TDInc. member, he or she may not bring an additional dog, but may alternately handle the junior member's dog if also registered with that dog. Upon reaching the age of 18, an underage handler is required to contact the office and sign a release of claims for the TDInc. member files.

Section 3. Termination of Membership

TDInc. members must strictly comply with the TDInc. Rules and Regulations Part I, Governing Member Guidelines,

Part II, Policies, and part III, Code of Ethics. Membership will expire or lapse on non-payment of dues. The membership of any individual may also be terminated for, but not limited to, the following:

- Attempt to damage or defame the organization
- By every appearance, does not support the purposes of the organization
- Cruelty, abuse or neglect to animals or humans
- Crimes against humanity, including but not limited to, any violent crimes, arson, burglary, robbery, fraud, slander, libel, plagiarism or copyright infringement

Section 4. Member Handler/Dog Team Re-evaluation:

If TDInc. has been alerted to a high risk or possible behavior issue with a member or member's dog, TDInc. may request that the team be re-evaluated. When there is no T/O in the general area who can give TDInc. an unbiased report or judge the handler/dog fairly, TDInc. may choose to send one of the Directors to the area to re-evaluate the handler/dog team at the expense of TDInc. If a team fails to make four visits in one year, they must be re observed at least one time by a TDInc. Tester/Observer.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The organization and its affairs shall be governed by the Board of Directors (Board). **The Board shall be comprised of the President, Vice President, Secretary, Treasurer, Past President, and Directors.**

Section 2. The Officers (President, Vice-President, Secretary, Treasurer) and a minimum of three Directors-at-Large shall perform the duties prescribed by these By-Laws and the parliamentary authority adopted by the organization. (For additional details on duties, see also Article V - Officer Duties).

Section 3. The Board of Directors shall have full power and authority over the affairs of the organization. No TDInc. member, Director, or employee shall enter into any contract in the name of TDInc. without Board approval.

Section 4. The Board shall elect a Nominating Committee of three. The Nominating Committee shall nominate candidates for the Officers and Directors. Further nominations for any office must be made in writing and signed by the proposed nominee.

Section 5. Any Officer or Director must submit their intent to continue or end their term in writing to the Nominating Committee by April 1st. Elections shall be by secret ballot sent by the Nominating committee by May 1st.

Section 6. The term of office for the President, Vice-President, Secretary and Treasurer shall be two years or until their successors are elected, and it shall begin after election described in Article IV Section 5.

Section 7. Upon the current President leaving office, that person will then assume the position of Past President and shall remain on the Board for one year.

Section 8. The term of office of the Directors-at-Large shall be one year and the term shall begin after election described in Article IV Section 5.

Section 9. Vacancies occurring on the Board of Directors shall be filled until the end of the term by a majority vote of the remaining members of the Board of Directors.

Section 10. When a formal complaint is filed against an Officer/Director, the President will chair and appoint a special committee of two people to handle the investigation and shall inform the Board of Directors of those findings. The Board of Directors will then decide the appropriate action to be taken.

Section 11. An Officer or Director may be removed from office with or without cause by a majority of ballot vote of the Board of Directors. If this action is taken, an official letter of dismissal on behalf of the TDInc. Board of Directors shall be immediately sent via registered mail.

ARTICLE V - DUTIES OF OFFICERS

Section 1. The President shall preside at all regular and special meetings of the Board of Directors and at all regular and special meetings of the membership; shall authenticate by signature, when necessary, all acts, orders and proceedings of the assembly; shall have on hand at all meetings: (1) a copy of the current By-Laws and Rules and Regulations. (2) a copy of the adopted parliamentary authority; (3) a list of all standing and special committee Chairmen and the members of each committee; (4) such other information as needed to expedite the meetings, and shall perform the duties prescribed by these By-Laws and by the parliamentary authority adopted by the Organization.

Section 2. The Vice-President shall preside in the absence or at the request of the President and shall perform the duties prescribed by these By-Laws.

Section 3. The Secretary shall be responsible for the complete edited minutes at each regular and special meeting of the organization and at each regular and special meeting of the Board; shall have on hand at each meeting a list of all existing committees and their members.

Section 4. The Treasurer shall oversee production of the annual financial report, and an annual budget for the organization, and other reports or duties as the Board may require. A review or audit of the TDInc. corporate financial books may be done annually by an accountant or other knowledgeable person familiar with the standards of accepted accounting practices and services.

Section 5. The position of Past President shall be to provide historical information and guidance. This position shall not carry voting rights. It shall be a position for past information and guidance.

ARTICLE VI - MEETINGS AND VOTING

Section 1. The annual meeting of this Organization shall be held in July. All Officers and Directors must be present for the duration of the meeting unless extenuating circumstances are approved in advance by the Board. Circumstances shall be judged on a case by case basis. Penalty for a non-approved absence is dismissal from the Board or Officer position by majority vote of the Board.

Section 2. The annual meeting in July shall be held for the discussion and approval of any TDInc. business that may arise during the fiscal year.

Section 3. Regular meetings of the Board of Directors shall be held at the corporate office of the Organization or at a meeting place determined by the President to be as centrally located for the convenience of the largest number of members on the Board of Directors. Notices will be sent a minimum of 10 days (if possible) prior to the meeting date.

Section 4. Special meetings of the Board of Directors may be called by the President or by three members of the Board of Directors with a ten to fifteen day notice (if possible), and the purpose of the special meeting given.

Section 5. A quorum of the Board of Directors shall be 60% of the Board of Director members. If a quorum is not present at the scheduled or special meeting, a second meeting date shall be set within four weeks of the original date.

Section 6. Voting is by show of hands or by e-mail ballot on all matters. Secret ballot vote may be requested for specific matters if it is felt that such vote may reflect a more valid response.

Section 7. The corporation agrees to indemnify any Director or Officer or former Director or Officer of the corporation against liability and expenses actually and necessarily incurred by them in connection with the defense of any action or proceeding in which they are made a party by reason of being or having been such Director or Officer, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled under any By-Law, agreement, vote of the Board of Directors or members, or otherwise.

ARTICLE VII - COMMITTEES

Section 1. The President may appoint committees (standing or special), committee members, or committee chair positions as deemed necessary to carry on the work of the organization. The President shall be a member ex officio of all committees except the Nominating Committee.

Section 2. Committee Positions: Chair and Members

Each Director must submit to the President their desire for committee positions at least 6 weeks prior to the annual meeting. The President and Vice President will select without prejudice committee positions from this list. Each committee shall have an agreed number of members as needed. Committees that perform any decision-making shall have a minimum of three members and also have an alternate committee member who will be called upon when a committee member is not available to cast a vote or make a decision. The alternate member shall get all correspondence and may participate in all discussions as directed by the committee chair. A person shall be a member of a committee for one year before being eligible to be chair unless being granted a waiver by the Board of Directors. No director shall chair more than 2 committees at the same time. All committees shall consist of Directors unless specifically invited by the Board to contribute because of their special skills.

Section 3. Committee Reports and Procedures

All committee reports and updated procedures shall be submitted to the President at least 6 weeks prior to the annual meeting. The procedures should be a process flow that the committee follows and should be written clearly enough so that any Board member could step in (if needed) and be able to handle any issue properly. Any Board-approved changes should be immediately added to current committee procedures and updates to procedures. All committee members should have input and agree on submitted procedures. Annual committee reports should include all matters the committee has addressed.

Section 4. Committee Correspondence

All incoming committee correspondence shall be sent to each committee member including the alternate members by the corporate office. All committee members must approve any correspondence sent by the committee.

ARTICLE VIII - DISSOLUTION

Section 1. If TDInc. ceases operations, the Board of Directors, after satisfying all liabilities, may elect to hold any assets for three (3) years in contemplation of resuming operations. If operations do not resume, dissolution shall begin. Remaining assets of TDInc. will be distributed to other organizations exempt under Section 501 (c)(3) of the Internal Revenue Code. The Board of Directors may elect to distribute these assets to one or more organizations with preference of organizations with the same or similar purposes, or for any public purpose.

ARTICLE IX- PARLIAMENTARY AUTHORITY

Section 1. This Organization shall be governed by its By-Laws, Board of Directors and TDInc. Rules and Regulations promulgated by the Organization.

Section 2. The rules contained in the current edition of **Robert's Rules of Order Newly Revised** shall govern the Organization in all cases to which they are applicable or in which they are not inconsistent with these By-Laws and any special rules of order the Organization may adopt.

ARTICLE X - AMENDMENTS

Section 1. The Board of Directors may amend these By-Laws by vote of email ballot or by show of hands at any regular or special meeting called for that purpose.

STANDING RULES OF TDInc.

1. ORDER OF BUSINESS FOR MEETINGS:

Call to Order
President's Welcome
Introductions / Roll Call
Financial Report
Corporate Office Report
Committee Reports
Discussion of Business
Adjournment

2. All mail should be sent to: PO Box 20227 Cheyenne, WY 82003

3. Annual membership fees are:

- General membership \$25 includes one handler one dog
- \$10 each additional evaluated member in the same household
- Supporting \$20 members who support TDInc. without a dog
- All membership fees include one dog -- additional dogs are \$10 each
- New member processing fee \$10
- Minimum age for membership is 16 years

4. Any Board member who will travel on behalf of TDInc. will be reimbursed for their expenses. Examples follow but are not limited to:

- Annual meeting
- Educational seminars
- Counseling on local issues or local complaints
- Re-evaluating a dog/handler team if alerted to possible insurance risk, behavior problem, etc.
- Formal or informal complaint of member or T/O
- Re-evaluating a T/O

5. The Secretary shall provide a complete copy of the minutes to all Board members within three weeks following each meeting for approval and/or comments. Private matters shall be conducted in executive session; only results of said discussion shall be published.

6. The name or logo of TDInc. may not be used for any member's personal endorsement or any commercial venture.

7. Minutes of the annual meeting of the Board, and the annual financial reports shall be published in the Member Handbook.