ALLIANCE OF THERAPY DOGS
BY-LAWS
(A Wyoming Non-Profit Corporation)

Definition: Bylaws establish procedures for holding elections, organizing meetings, quorum requirements, membership structure (if needed) and other essential operations of the nonprofit. Bylaws serve as our organizational manual and help guide us through the orderly operation of the organization.

ARTICLE I - NAME

Section 1. The name of this organization will be "Alliance of Therapy Dogs," hereafter known as ATD.

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

Section 3. The organization may, at its pleasure and by a vote of the board of directors, change its name.

Section 4. 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 will be governed by any rules, regulations, and/or restrictions applicable to such a non-profit organization.

ARTICLE II - OBJECTIVE

Section 1. ATD is organized exclusively for the charitable, scientific, and educational purpose of providing, through its members, well-trained, affectionate, and obedient dogs for therapeutic contact with anyone who enjoys interacting with them, particularly but not limited to the elderly, the disabled, and the young in hospitals, homes, nursing facilities, schools, pre-schools, college campuses, and airports. ATD may make financial distributions for these purposes and, upon approval by 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 team for therapy work.

ARTICLE III - MEMBERSHIP

The membership of the corporation shall consist of the members of the Board of Directors.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The organization and its affairs shall be governed by the Board of Directors (board).

Each member of the board must be a Tester/Observer. The board shall be comprised of the president, vice president, secretary, treasurer, past president (if applicable), and directors-at-large. Only board members are eligible to be officers. The board, by majority vote, may choose to combine or separate the offices of secretary and treasurer.

Section 2. Directors shall abide by the official guidelines, procedures, and e-group rules for the ATD Board of Directors document established and approved by the board in February 2011. This document may be edited and updated by majority vote as needed.

Section 3. An ATD employee may serve as a director on the board. As a director, the employee would have voting rights and may be appointed to any committee.

Section 4. The officers (president, vice president, secretary, and 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 − Duties of Officers.)

Section 5. The board shall have full power and authority over the affairs of the organization. No ATD member, director or employee shall enter into any contract in the name of ATD without board approval.

Section 6. A nominating committee will consist of three members with the vice president serving as the chair. The committee will entertain any and all submissions of qualified candidates regardless of nominating source.

Section 7: Election of directors: Elections for new directors will be held as needed and will be conducted by the nominating committee as specified by the nominating committee procedures. The chair will send out the ballot, which will be returned to two (2) different ATD office employees not serving on the board for the count and verification of the count. The results of said ballot will be sent to the president who will report them to the board.

Section 8: Upon notice of any officer vacancy, the nominating committee will notify the board and will accept first and third-party nominations from the board for the officer position. An election for the vacant officer position will be held within 30 days of the notice to vacate or May 1, whichever comes sooner. The nominating committee will conduct the election as specified by its committee procedures. The nominating committee chair will send out the ballot, which will be returned to two (2) different ATD office employees not serving on the board for the count and verification of the count. The results of said ballot will be sent to the highest-ranking officer (1. president, 2. vice president, 3. secretary, 4. treasurer) who will report them to the board.

Section 9: Officers and directors must annually submit their intent to continue or end their term in writing to the nominating committee chair by April 1. Upon notice of any officer vacancy the nominating committee will immediately notify the board. Any director may request to place his/her name on the ballot for any office, or may nominate another director for any office, whether or not the position is vacant, by informing the nominating committee at the time s/he submits his/her intent to remain on the board. The nominating committee chair will send to the board the ballot for the re-election of officers and directors by May 1 to be completed by May 31. This election is for the re-election of directors and election or re-election of officers, and each person votes for those board members whom they feel are fulfilling their responsibilities and duties of their positions, including themselves. Ballots will be returned to two (2) different ATD office employees not serving on the board for the count and verification of the count. The results of said ballot will be sent to the president who will report them to the board.

Section 10. The term of office for the officers and directors shall be one year, and it shall begin on July 1.

Section 11. Upon the current president leaving office, that person will then assume the position of past president and may, upon invitation of the board, remain on the board as an active board member. The board may also invite the past president to continue in an advisory capacity for one year.

Section 12. Vacancies occurring on the board shall be filled through the end of the term by a majority vote of the remaining members of the board.

Section 13. When a formal complaint is filed against a director, the president will chair and appoint a special committee of three (3) people to handle the investigation and shall inform the board of those findings. The board will then decide the appropriate action to be taken.

Section 14. An officer or director may be removed from office with or without cause by a majority of ballot vote of the board. If this action is taken, an official letter of dismissal on behalf of the board shall be immediately sent via registered mail.

Section 15. Once a new director is elected, s/he will spend the first 30 days as an observer on the board and his/her assigned committee e-group(s). S/he may ask questions and provide input but may not vote until the 30-day expiration.

Section 16. New directors may not vote in elections for other board members until they have been on the board for six months or have attended a board meeting.

ARTICLE V - DUTIES OF OFFICERS

Section 1. The president shall preside at all regular and special meetings of the board 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, (2) a copy of the adopted parliamentary authority, (3) a list of all standing and special committee chairmen and the members of each committee, and (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 of or at the request of the president and shall perform the duties prescribed by these by-laws. The vice president will not vote when acting as president unless it is a situation where the president would vote. The vice president shall also serve as chair of the nominating committee. The vice president will vote in any committee where a vote is tied.

Section 3. The secretary shall be responsible for the complete edited minutes at each regular and special meeting of the organization. The minutes may be recorded by an appointed transcriber. At each regular and special meeting of the board, the secretary 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. Once all current financial information is submitted by the corporate accountant, the annual budget shall be submitted by September 1 each year. At the discretion of the board, a review or audit of the ATD 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 presidents shall be to provide historical information, guidance and serve on the Past Presidents' Committee. This position shall not carry voting rights. It shall be an advisory position for past information and guidance.

ARTICLE VI - MEETINGS AND VOTING

Section 1. The annual meeting 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. The 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 shall be held for the purpose of discussing and approving any ATD business that may arise during the fiscal year.

Section 3. Regular meetings of the board may be held at the corporate office of the organization or at a place determined by vote of the board or the president. Notices will be sent a minimum of ten (10) days (if possible) prior to the meeting date.

Section 4. Special meetings of the board may be called by the president or by three members of the board with a 10- to 15-day notice (if possible), and the purpose of the special meeting given.

Section 5. A quorum of the board shall be 60% of the board 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 electronic ballot on all matters. Secret ballot votes may be requested for specific matters if it is felt that such a vote may reflect a more valid response.

Section 7. A motion passes if more than half the votes cast are in favor of the motion.

Section 8. ATD agrees to indemnify any director or officer or former director or officer of the corporation against liability and expenses actually and necessarily incurred by ~~him/her~~ them in connection with the defense of any action or proceeding in which ~~s/he is~~ they are made a party by reason of being or having been such director or officer, except in relation to matters as to which ~~s/he~~ they shall be adjudged in such action, suit, or proceeding to be liable for misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which the director or officer may be entitled under any by-law, agreement, vote of the board 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. Committees
Each director must submit to the president his/her desire for committee positions at least six 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 upon number of members as needed. The vice president would vote only if the committee decision is a tie. No director shall chair more than two committees at the same time. All committees will consist of directors unless a person is specifically invited by the board to contribute because of ~~his/her~~ their special skills.

Section 3. Responsibilities of Committee Chairs
The committee chair will lead discussions to edit/update committee procedures. The chair will post the most current procedures on the committee e-group home page. To enable continuation of committee work/business, if a committee chair will be unavailable for a period of time of one week or more, s/he will appoint another committee member as chair until his/her return.

Section 4. Committee Reports and Procedures

All committee reports and current updated procedures shall be submitted to the president at least six 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 approved changes should be immediately added to current committee procedures. All committee members should have input and agree on submitted procedures. Annual committee reports should include all matters the committee has addressed.

Section 5. Committee Communications
All committee communications will be conducted on Mobilize or another agreed method such as, but not limited to, a conference or video call mutually agreed upon by all members of the committee including the alternate. Discussion is discouraged outside the committee on matters under advisement or committee procedures with anyone else outside the committee to maintain committee integrity. This includes individual phone calls and/or emails, unless issues are brought to the Board as a means of final decision, as this prevents all committee members from having access to anything that is said and provides a means for undue influence. At no time will any committee or board member discuss a situation with anyone outside of the ATD Board or an ATD consulting attorney, unless agreed upon by each of the committee members and board president.

Section 6. Committee Correspondence
Response to formal committee discussions must be made within three ~~business~~ days unless previously notified of absence. 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.

Section 7. Board of Directors Emeritus Working Committee

Purpose − To assist the board with projects to benefit the organization. Projects will be outside the scope of the regular committees or may be at the request of the board to help with jobs relating to committee work.
Chair- A past president of Alliance of Therapy Dogs.
Members − Past presidents of Alliance of Therapy Dogs and past directors by invitation of the current Board of Directors.
Consultants − The committee may ask for information, participation, and/or guidance from any outside source, including ex-directors, if approved or requested by the board.
Responsibilities − This committee serves on a volunteer basis and has the right to accept or refuse any project it deems beyond its scope of time or expertise. The president will contact the committee with requests for tasks. The committee may also offer suggestions to the president to be submitted to the board.

ARTICLE VIII - DISSOLUTION

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

The board may amend these by-laws by a vote of electronic ballot or by a show of hands at any regular or special meeting called for that purpose.

STANDING RULES OF ALLIANCE OF THERAPY DOGS

1. ORDER OF BUSINESS FOR MEETINGS:

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

2. All mail or correspondence should be sent to:
   PO Box 20227
   Cheyenne, WY 82003
   Or via email to:
   office@therapydogs.com

3. Any board member who travels or incurs expenses on behalf of ATD will be reimbursed for their expenses. Examples include, but are not limited to:

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

4. The secretary or appointed transcriber 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 will be conducted in executive session; only results of said discussion will be published.

5. Final edited minutes of the annual meeting of the board and the annual financial reports shall be published online.