



Alliance of Therapy Dogs
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Bylaws

(A Wyoming Nonprofit 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-Nonprofit 501(c)(3) Corporation.

Section 3. The organization may, at its discretion and by a vote of the Board of Directors (also referred to as the Board), change its name.

Section 4. The organization is formed as and meant to qualify as a nonprofit 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 nonprofit 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. Members volunteer with their dogs as a team in locations including but not limited to hospitals, homes, nursing facilities, schools, preschools, college campuses, and airports. ATD may make financial distributions for these purposes and, upon approval by the Board, 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

Pursuant to W.S. 17-19-603, the corporation has elected not to have Members, as that term is defined in the Wyoming Nonprofit Corporation Act. Any reference to “Members” or “membership” in these Bylaws refers to registered ATD volunteers but is in no way intended to confer the rights and obligations of membership under the Wyoming Nonprofit Corporation Act.

Article IV - Board of Directors

Section 1. The organization and its affairs shall be governed by the Board of Directors. Each Member of the Board must be a Tester/Observer (T/O).

Section 2. Directors shall abide by the Alliance of Therapy Dogs Board of Directors Procedures and Guidelines. That document may be edited and updated by a majority vote of the Board as needed.

Section 3. The Board shall be composed of between 7 to 15 individuals at the discretion of the Board who shall perform the duties prescribed by these Bylaws and the parliamentary authority adopted by the organization.

Section 4. The Board shall appoint an Executive Director to oversee the management of the nonprofit organization.

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. The Nominating and Awards (N&A) Committee will consist of 3 Members, with the Vice President serving as the Chair. The Committee will entertain any and all submissions of qualified candidates for a position as a Board Director regardless of the nominating source.

Section 7. Directors shall be elected by majority vote of the Board, with elections conducted by the N&A Committee as specified by the N&A Procedures.

Section 8: Directors must annually submit their intent to continue or end their term in writing to the N&A Committee Chair by April 1 or earlier if deemed appropriate for the given year by the President. Reelection of Directors who intend to continue their term will be conducted by the N&A Committee as specified by the N&A Procedures. Reelection shall be by majority vote of the voting Members of the Board, except the Director whose reelection is being voted upon shall not vote on the matter.

Section 9. The term of office for the Directors shall be 1 year. Terms shall begin on July 1. There are no term limits for Directors..

Section 10. Directors fulfilling a vacancy occurring on the Board shall hold that position through the end of the term by a majority vote of the remaining voting Members of the Board.

Section 11. When a formal complaint is filed against a Director, the President will chair and appoint a special Director Review Committee (DRC) of 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. A formal complaint need not be filed for the Board to exercise its authority to remove a Director from office with or without cause.

Section 12. A Director may be removed from office with or without cause by a majority vote of the voting Members of the Board. If this action is taken, an official letter of dismissal on behalf of the Board shall be sent via email and registered mail.

Section 13. Once a new Director is elected, they will spend the first 30 days as an observer on the Board and their assigned Committee Egroup(s). They may ask questions and provide input but may not vote on any matter until the 30-day period has passed.

Section 14. New Directors may not vote in elections for other Board Members until they have been on the Board for 6 months or have attended an annual Board meeting, whichever is sooner.

Article V - Officers

Section 1. The Officers of the corporation shall be comprised of the President, Vice President, Secretary, and Treasurer. The Past President may serve as an Officer as provided in this Article. Only Board Members are eligible to be Officers. The Board, by majority vote of the voting Members of the Board, may choose to combine or separate the offices of Secretary and Treasurer.

Section 2. 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 Bylaws and rules, (2) a copy of the adopted parliamentary authority, (3) a list of all standing and special Committee Chairs 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 Bylaws and by the parliamentary authority adopted by the organization.

Section 3. The Vice President shall preside in the absence of or at the request of the President and shall perform the duties prescribed by these Bylaws. 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 N&A Committee. The Vice President will vote in any Committee where a vote is tied.

Section 4. 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. The Secretary shall send a complete copy of the minutes to the President, who will distribute them to the Board within 3 weeks following each meeting for approval and/or comments. The Secretary will chair the DOC Committee.

Section 5. The Treasurer monitors the financial health of the organization and reviews budgets and financial reports. In addition, the Treasurer shall partner with the Executive Director to ensure financial requirements are met. 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. Once the Executive Director submits the current financial information and the corporate accountant makes any necessary corrections or additions, the annual draft budget shall be presented at the Spring Quarterly Board Meeting that will be reviewed by the Board and approved by July 31.

Section 6. Upon the current President leaving office, that person will then assume the position of Immediate Past President. The position of Past President shall be to provide historical information and guidance and serve on the Emeritus Working Committee (EWC). This position shall not carry voting rights. It shall be an advisory position for past information and guidance. However, upon invitation of the Board, the Past President may remain on the Board as a Director. Any Member of the Board of Directors in good standing can contact the Immediate Past President for guidance and advice. The current President may reach out to other Past Presidents for historical information.

Section 7. The term of office for the Officers shall be 2 years, with elections for the Officers to take place during even years. Terms shall begin on July 1.

Section 8. Elections for new Officers will include submitting a paragraph to the N&A Committee on skills or special interests that would provide the Board with qualifications for the specified position. Individual requirements and/or preferences for the ATD Office would include:

President: The candidate for President should be a Member of the Executive Committee for at least 1 year. In addition, the candidate must have served on either the Grievance and Ethics (G&E) Committee or the T/O Committee.

Vice President: The candidate for Vice President should ideally also have served on either the G&E Committee or the T/O Committee. The Vice President will be the Chair of the N&A Committee.

Secretary: The candidate for Secretary should have experience in notetaking and editing documents, and ideally should have served at least 1 year on the Documents (DOC) Committee. The Secretary will chair the DOC Committee and work closely with the Marketing and Education Manager to create educational experiences for Members.

Treasurer: The candidate for Treasurer should have some experience in reading a budget. The Treasurer works closely with the Executive Director. The Treasurer is responsible for keeping track of the organization's financial condition and creating the annual budget for each year.

Section 9. Upon notice of any Officer vacancy before end of term, the N&A Committee will notify the Board and will accept nominations, including self-nominations from the Board for the Officer position. Elections for the vacant Officer position will be conducted by the N&A Committee as specified by N&A procedures.

Section 10. An Officer may be removed from office with or without cause by a majority vote of the voting Members of the Board.

Article VI – Duties of the Executive Director

Section 1. The Executive Director shall be empowered to ensure orderly operations subject to parameters set by the Board.

Section 2. The Executive Director shall be responsible for overseeing all regular and special funds approved by the Board and specified in the Bylaws and Board Procedures and Guidelines.

Section 3. The Executive Director shall manage day-to-day operations and expenses and oversee the budget in cooperation with the Treasurer.

Section 4. The Executive Director shall receive a salary for service to ATD.

Article VII - Meetings and Voting

Section 1. The Annual Board 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. Presence via remote means would be allowed per advance approval by the Board. A nonapproved absence may result in dismissal from the Board or Officer position by majority vote of the voting Members on the Board. (Reference: ATD Leave

of Absence Approval and Waiver of Notice)

Section 2. The Annual Board 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 as fixed by the Board at the Annual Board Meeting. The Board may change the meeting time and location set at the Annual Board Meeting, so long as written notice is issued to all Directors at least seven days in advance of the revised meeting date.

Section 4. Special meetings of the Board may be called by the President or by 3 voting Members of the Board. Written notice of the date, time, place, and purpose of any special meeting will be issued to all Directors at least 10 days in advance of said meeting.

Section 5. Notice of any meeting shall be automatically waived by the attendance of any Director not properly notified at a regularly or specially called meeting of the Board. In addition, Directors may, in writing, waive the notice requirement at their discretion.

Section 6. A quorum of the Board shall be 60% of the voting Board Members. New Board Members not yet entitled to vote shall not be considered in determining whether a quorum exists. If a quorum is not present at the scheduled or special meeting, a second meeting date shall be set within 4 weeks of the original date.

Section 7. Except as otherwise provided by these Bylaws, each Director is entitled to one (1) vote upon each matter submitted to a vote at a meeting of the Board. Voting is by show of hands, by email, or by electronic ballot on all matters.

Section 8. At the discretion of the President, any matter that may be voted on at a regular or special meeting of the Board may be submitted to the Board for electronic vote via the Board of Directors Egroup. A quorum for an electronic vote is established once a response from the majority of voting Directors has been received. If enough responses have been received to constitute a majority of the voting Members of the Board, the vote will be counted as if it were taken during a meeting. Any action taken by electronic vote will be reviewed at the next regular meeting and recorded in the minutes of said meeting.

Section 9. A motion passes if more than half the votes cast are in favor of the motion.

Section 10. ATD agrees to indemnify any Director or Officer or former Director or Officer of the organization 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 gross negligence or willful misconduct in the performance of duty. The Corporation may, at its discretion, pay for or reimburse the reasonable expenses incurred by a Director or Officer who is a party to a proceeding in advance of final disposition of the proceeding, provided that such Director or Officer shall be required to repay any such advance if they are finally adjudged to be liable for gross negligence or willful misconduct. Such indemnification shall not be deemed exclusive of any other rights to which the Director or Officer may be entitled under any Bylaw, agreement, vote of the Board or Members, or otherwise.

Article VIII - Committees

Section 1. Committee Appointment

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 N&A Committee.

Section 2. Committees

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 Committee positions from this list. The President and Vice President shall determine the number of Members of each Committee as needed. Each Committee Member is entitled to 1 vote upon each matter submitted to the Committee for a vote. If any Committee vote results in a tie, the Vice President may cast a tie-breaking vote. No Director shall chair more than 2 Committees at the same time. All Committees will consist of Directors unless a person is specifically invited by the Board to contribute because of their special skills.

Section 3. Responsibilities of Committee Chairs

The Committee Chair will lead discussions to edit and update Committee Procedures. The Chair will post the most current Procedures on the Committee Egroup homepage. To enable the continuation of Committee work and business, if a Committee Chair is unavailable for a period of time of 1 week or more, they will appoint another Committee Member as Chair until they return.

Section 4. Committee Reports and Procedures

All Committee reports and current updated Procedures shall be submitted to the President at least 6 weeks prior to the Annual Board 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 the current Committee Procedures. All Committee Members should have input and agree on the submitted Procedures. Annual Committee reports should include all matters the Committee has addressed.

Section 5. Committee Communications

All Committee communications will be conducted via a method agreed upon by the Committee, such as, but not limited to, a conference or video call. Discussion is discouraged outside the Committee on pending matters. This includes individual phone calls and emails, unless issues are brought to the Board as a means of final decision. 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 the Board President.

Section 6. Committee Correspondence

Response to formal Committee discussions must be made within 3 days unless a Committee Member provides advance notice of their absence to the Committee. Incoming Committee correspondence shall be sent to each Committee Member by the ATD Office. All Committee Members must approve by majority vote any correspondence sent by the Committee.

Section 7. Board of Directors Emeritus Working Committee

The purpose is 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.

Article IX - Dissolution

If ATD ceases operations, the Board, after satisfying all liabilities, may elect to hold any assets for 3 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 X - Parliamentary Authority

Section 1. This organization shall be governed by its Bylaws, Board of Directors, and ATD Rules and Regulations promulgated by the organization.

Section 2. Voting procedure will be a motion, a second, discussion, and majority vote by ballot or show of hands.

Article XI - Amendments

The Board may amend these Bylaws 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

Section 1. Order of Business for Meetings:

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

Section 2. All mail or correspondence should be sent to:

P.O. Box 20227
Cheyenne, WY 82003
Or via email to:
office@therapydogs.com

Section 3. Board Members shall be entitled to reimbursement for reasonable and necessary expenses incurred in the performance of their duties as a Member of the Board and according to the ATD Reimbursement Document. Such expenses may include, but are not limited to:

Reasonable travel expenses, including airfare, train fare, mileage, and lodging, incurred while attending Board meetings, committee meetings, or other authorized events or activities related to the organization.

- Educational seminars and public relations events previously approved by the Board.
- Reasonable expenses incurred in reevaluating a handler/dog team if alerted to possible insurance risk, behavior problem, etc.
- Reasonable expenses incurred in addressing a formal or informal complaint of a Member or a T/O.
- Reasonable expenses incurred in reevaluating a T/O.

Section 4. The Secretary or appointed transcriber shall provide a complete copy of the minutes to all Board Members within 3 weeks following each meeting for approval and/or comments. Private matters will be conducted in executive session; only the results of said discussion will be recorded in the minutes.

Section 5. Final edited minutes of the Annual Board Meeting, Midyear Board Meeting, and the annual financial reports shall be published online.