



## **ByLaws**

### **Article I – Offices**

#### **Section 1. Name**

The name of this organization is Rainbow Animal Assisted Therapy, Inc. (known as Rainbow).

#### **Section 2. Principal Office**

Rainbow shall maintain a principal office in the State of Illinois. This office shall serve as the repository for Rainbow records and function in appropriate ways to facilitate the work of the officers, directors and committees in the execution of Rainbow activities.

Other offices may be maintained as determined by the Board of Directors.

### **Article II – Nonprofit Purposes**

#### **Section 1. Internal Revenue Code Section 501(C)(3) Purposes**

This organization is organized exclusively for purposes allowed under Section 501(c)(3) of the Internal Revenue Code.

#### **Section 2. Mission**

At Rainbow Animal Assisted Therapy, our trained volunteers and certified therapy dogs are devoted to healing lives in our communities with programs designed to meet the unique needs of each person we serve using the mutually nurturing relationship between people and dogs.

This shall be accomplished by promoting public awareness of the benefits of animal assisted therapy; developing and implementing animal assisted therapy training classes and by providing animal assisted therapy programs to facilities and organizations that service the needs of individuals. Other activities may be undertaken from time to time that furthers this organization's objectives and purposes.

### **Article III – Members**

#### **Section 1. Types of Membership**

##### **Section 1. Types of Membership**

- A) **Active Members.** Active member volunteers will be individuals, with or without dogs, who:
  - 1. Subscribed to the Rainbow Code of Ethics.
  - 2. Remain in compliance with Rainbow Program Guidelines and Protocols.
  - 3. Participate in Rainbow programs, training, activities and other services beneficial to the organization.
  - 4. Have documented their satisfactory completion of recognized requirements to engage in animal assisted therapy and activities. If working with a dog, this includes the Introduction to Animal Assisted Therapy training, Steps to Membership and Annual Reviews.
  
- A) **Affiliates.** The Board may grant Affiliate status to human service specialists and others who support animal assisted therapy and activities and the Rainbow Code of Ethics.
  
- B) **Supporting Members.** Supporting Members are individuals who are not eligible to participate in animal assisted therapy programs or activities as determined by Board policy. Supporting members must pay annual membership dues.

- C) **Honorary Members.** An individual who has made an outstanding contribution to animal assisted therapy may be designated as an Honorary Member. Nomination to Honorary status will be made by a member of Rainbow. Election to this category will take place at the Annual Business Meeting if the nomination is favorably considered by a majority vote of the members. Honorary Members shall have all privileges of membership except they may not hold office and will be exempt from paying membership dues.

## **Section 2. Application**

Application for membership must be made in writing to the Board of Directors in the approved format.

## **Section 3. Membership Dues and Fees**

The annual dues shall be due at the start of the fiscal year and must be paid on or before the date fixed by the Board of Directors for the payment thereof. Dues may be waived in part or in total by the Board of Directors in special cases upon the appropriate presentation of valid reasons. Such waiver shall be limited to the year for which the waiver has been specifically authorized.

## **Section 4. Termination of Membership**

- A) Any member who becomes delinquent in payment will be notified that he or she is no longer in good standing and thereafter shall not exercise any of the rights and privileges of membership.
- B) Any member found to be in violation of Rainbow's Code of Ethics can be terminated by the Board of Directors.

## **Section 5. Reinstatement of Membership**

- A) Any member not in good standing because of non-payment of dues may be reinstated at any time during the following fiscal year upon payment of indebtedness. Thereafter, individuals may reapply for membership but must follow the same procedures as required of new applicants for membership.
- B) Members who have been terminated as a result of violations of the Code of Ethics are not eligible for reinstatement.

# **Article IV – Directors**

## **Section 1. Number**

The organization shall have at least **seven** directors and collectively they shall be known as the Board of Directors. The CEO, Program Coordinator, the Membership Chair, and the Fundraising/Event Planning Chair shall be members of the Board (as full voting or adjunct members per the Boards' discretion). The Board may, from time to time, increase or decrease the number of Directors; in no event, however, may the number of Directors be less than seven or greater than nine. The reason for adding or reducing the number of Directors will be included in the Board Minutes.

## **Section 2. Qualification**

Directors shall be of the age of majority in this state. Directors shall be members of Rainbow with experience in working programs.

## **Section 3. Powers**

Subject to limitations by statute and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of this organization shall be conducted and all powers shall be exercised by or under the direction of the Board of Directors.

## **Section 4. Duties**

Directors shall stand in a fiduciary relationship to Rainbow and its members and shall discharge the duties of their respective positions in good faith and with the diligence and care which ordinarily prudent persons would exercise in similar circumstances.

It shall be the duty of the directors to:

Have supervision, control, and direction of its affairs and property, and shall actively pursue its purposes.

- A) Have sole authority to determine its policies or changes in policies
- B) Have discretion in the disbursement of its funds
- C) Adopt regulations for the conduct of Rainbow business, and may, in the execution of the powers granted, appoint agents as it may consider necessary
- D) Resolve all disputes and grievances according to policies established by the Board of Directors, whose decisions shall be final and binding upon all parties.
- E) Register their addresses, fax number, and/or electronic mail address with the Secretary of the organization, and designate how they want to receive notices of meetings; notices of meetings transmitted in the designated communication mode shall be valid notices thereof.

### **Section 5. Term of Office**

Each director shall hold office for a period of three years or until a qualified successor is elected. Directors will be elected by the Board of Directors at the May meeting and introduced at the annual meeting. Each term begins July 1<sup>st</sup> and ends June 30<sup>th</sup> of the third year.

### **Section 6. Election**

Applications to the Board shall be made available on the member's page of the website as well as distributed to prospective board members. Each spring, upcoming vacancies on the board will determine the number of positions available. Recommendations for membership on the board shall be discussed at the March/April board meeting with a member designated to contact the agreed upon potential board members. A nominating committee, of at least three board members, will review the applications and interview the prospective board members. The nominating committee will bring their recommendations to the May meeting to be voted on by the entire board. Each board member shall cast one vote per candidate and may vote for as many candidates as the number to be elected to the board. The candidates receiving the highest number of votes will be elected to serve on the board. Introduction of the board to the general membership, including those to take office in July, shall be made at the annual meeting in June.

### **Section 7. Removal**

- A) The Board of Directors by a two-thirds vote may recommend the removal of any Officer or Director for cause. Sufficient cause for such removal shall be violation of statute, the Articles of Incorporation, these Bylaws, any lawful rule or practice duly adopted by Rainbow, negligence of duty, or any conduct prejudicial to the interests of Rainbow.
- B) A statement of charges must be mailed by certified or registered mail to the last recorded address of the Officer or Director as it appears in the records of Rainbow at least fifteen days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered.
- C) The Officer or Director shall have the opportunity to appear in person and/or to be represented by legal or other counsel to present any defense to such charges before action is taken by the Board of Directors.

### **Section 8. Vacancies**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if

the organization would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the appropriate agency of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

## **Article V – Meetings**

### **Section 1. Regular Meetings**

Regular meetings of the Directors shall be held at least nine times a year. Additional Board meetings may take place at the discretion of the Board of Directors. Notice of the time and place and mode of communication of the regular meeting will be transmitted to directors and members within a reasonable period of time prior to the meeting. The Secretary of the Board of Directors will notify board members of changes to a scheduled meeting date at least ten days prior to the change.

- A) Meetings shall be held at such place as may be designated from time to time by the Board of Directors. Meetings may also be conducted by telephone conferences or by other forms of technology, such as computer conferencing, as the technology becomes available and is approved by the Board of Directors. There must be 100% affirmative vote for any measures approved at meetings where Directors are not physically present. Reaffirmation of the vote must be held at the next regular meeting of the Board of Directors.
- B) Special meetings of the Board of Directors may be called by the President of the Board, or by written request of 20% of the board members. The purpose of such meetings shall be stated with the request and no business shall be transacted except for which the meeting has been called. At least 48 hours prior notice shall be given.
- C) From time to time a closed meeting may be held to protect the good name and character of an individual or to discuss pending litigation. Votes pertaining to actions on these issues will not be taken in closed session.

### **Section 2. Annual Meeting**

The annual meeting of Rainbow shall be held at the member's recognition banquet.

### **Section 3. Conduct of Meetings**

- A) A quorum shall consist of a majority of the members of the Board of Directors.
- B) Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.
- C) Written proposals may be sent to the Board of Directors for a vote by mail, telegram, facsimile transmission, or other communications technology. Within ten days of such submission, each Officer or Director shall forward a vote on the proposal to the Rainbow office.
- D) Meetings shall be governed by Robert's Rules of Order.
- E) In the temporary absence or disability of the President, the Vice President, followed by the most senior serving member of the Board, shall preside at meetings of the organization and the Board.

### **Section 4. Majority Action as Board Action**

- A) Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

- B) Any officer or Director who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless that Officer or Director's contrary vote is recorded, that Officer or Director's dissent is otherwise entered in the minutes of the meeting, or unless that Officer or Director shall file written dissent by registered mail to Rainbow's office deposited with the United States Postal Service within two days of the adjournment of the meeting. Such right to dissent shall not apply to an Officer or Director who voted in favor of that action.

## **Article VI – Board Officers**

### **Section 1. Designation of Officers**

The officers of the organization shall be a President, Vice President, a Secretary, and a Treasurer. The organization may also have such other officers with such titles as may be determined from time to time by the Board of Directors.

### **Section 2. Qualification**

Officers shall be elected from the Board membership based on their skills and abilities to perform the duties of the office as designated by these Bylaws or resolution of the Board of Directors.

### **Section 3. Election and Term of Office**

Election of officers shall take place at a regular board meeting in July with officers assuming their office immediately upon election. Officers shall be elected by a majority vote of the Board of Directors and each officer shall hold office for one year until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **Section 4. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

### **Section 5. Duties of President**

The President shall preside at all meetings of the organization and the Board of Directors, shall be responsible for seeing that the lines of direction given by the organization are carried into effect and for reporting to the community and the board on the conduct and management of the affairs of the organization, shall be ex officio a member of all committees established by the board and shall have such powers and perform such other duties as may be assigned by the Board of Directors.

He/she shall be responsible for seeing that the actions of the board are carried into effect and shall have such other powers and perform such other duties as may be assigned by the board of directors.

He or she, in the name of the organization, shall execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

### **Section 6. DUTIES OF Vice President**

The Vice President shall assume the responsibility of President if the President is unable to fulfill his/her duties. He/She shall have such other powers and perform such other duties as may be assigned by the President or the Board of Directors.

### **Section 7. Duties of Secretary**

The Secretary shall be responsible for seeing that notices are issued for all meetings of the organization and the Board of Directors, and shall see that minutes of such meetings are kept. The Secretary shall be responsible for the custody of the corporate books, records, and files and shall exercise the powers and perform such other duties usually incident to the office of secretary and shall exercise such other powers and perform such other duties as may be assigned by the President of the Board of Directors.

### **Section 8. Duties of Treasurer**

The Treasurer is the chief financial officer, responsible for monitoring the control, receipt and custody of all assets of the organization; monitoring disbursements of all assets of the organization. The Treasurer shall exercise the powers and perform such other duties usually incident with the office of treasurer and shall exercise such powers and perform such other duties as may be assigned by the President of Board of Directors.

### **Section 9. Duties of the Chief Executive Officer**

A Chief Executive Officer may be appointed by the Board of Directors. The Chief Executive Officer shall be an officer of the organization and will be responsible for providing professional advice and assistance to the organization, Board of Directors, its officers and committees, shall manage all operations; prepare the annual report for both the State and the general membership; hire and terminate all employed staff in accordance with the policies adopted by the Board of Directors; and shall have such other powers and perform such other duties as may be assigned by the Board of Directors. The Board of Directors and the Chief Executive Officer shall develop and mutually agree on short (one year) and long (five year) goals of the position and what resources are required to meet the goals. Compensation and continued employment shall be based on the achievement of position goals.

## **Article VII – Committees**

### **Section 1. Appointment of Committees**

The President, with the approval of the Board of Directors, may establish such committees which are not in conflict with other provisions of these Bylaws. These committees will be formed to complete a specific task and shall be evaluated yearly to determine if they remain pertinent and cost-effective to the organization. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

### **Section 2. Scope of Committee Actions**

Committees are required to act within the limits of the charge given to that committee as approved by the Board of Directors. Committee recommendations must be approved by the Board of Directors prior to their enactment. No committee, or committee member, may undertake in any way to commit Rainbow or its resources, except in accordance with policies established by the Board of Directors.

## **Article VIII – Execution of Instruments, Deposits and Funds**

### **Section 1. Execution of Instruments**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **Section 2. Fiscal Year**

The fiscal year of the organization shall be determined by the Board of Directors by resolution, subject to the provisions of applicable state and federal law.

### **Section 3. Deposits**

All funds of the organization shall be deposited in a timely manner to the credit of Rainbow in such banks, trust companies, or other depositories as the Board of Directors may select.

### **Section 4. Gifts**

The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or device as long as the intent is consistent with the nonprofit purposes of this organization.

## **Section 5. Budget**

A budget of estimated income and expenditures shall be approved annually by the Board of Directors at least thirty days before the start of the fiscal year. No expenses shall be incurred in excess of budgetary appropriations without prior approval of the Board.

## **Section 6. Annual Financial Assessment**

A certified public accountant shall be retained by the Board of Directors to conduct an annual compilation of the financial accounts of the organization at the close of each fiscal year.

# **Article IX – Corporate Records, Reports and Seal**

## **Section 1. Maintenance of Corporate Records**

The organization shall keep at its principal office:

- A) Minutes of all meetings of directors, and committees of the board, Minutes will indicate the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- B) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and
- C) A copy of the organization's Articles of Incorporation and Bylaws as amended to date.

## **Section 2. Directors' Inspection Rights**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the organization and shall have such other rights to inspect the books, records and properties of this organization as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

## **Section 3. Right to Copy and Make Extracts**

Any inspection under the provisions of this Article, as detailed in Section 3 of this article, may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts (except copy written material).

## **Section 4. Annual Reports**

(A) The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or other government agency, to be so prepared and delivered within the time limits set by law.

(B) The Chief Executive Officer shall prepare an annual report and cause to be delivered to the general membership at the member's annual meeting.

# **Article X – Indemnification**

Rainbow shall, to the extent legally permissible under the laws of this state, indemnify each of its directors, officers, committee members, employees or agents against all costs, liabilities and expenses (including counsel fees) reasonably incurred in connection with the defense or disposition of any action, suit or other proceeding asserted or threatened against him or her while in office or thereafter, by reason of his or her being or having been such an officer, director, committee member, employee or agent with respect to any matters as to which he or she acted in good faith in the reasonable belief that his or her action was in the best interests of Rainbow. The right of indemnification hereby provided shall not be exclusive of or affect any other right to which any officer, director, committee member, employee or agent may be entitled. As used in this Article, the terms officer, director,

committee member, employee and agent include their respective heirs, executors, administrators and legal representatives.

## **Article XI – Discrimination**

Rainbow Animal Assisted Therapy, Inc. recognizes discrimination on the basis of race, national origin, religion, age, gender, sexual orientation, or disability to be inconsistent with its goals, purposes and policies and with the ethical responsibilities of its members, directors, committees and officers. All programs and activities of Rainbow shall be carried out in such a manner as to be consistent with and in adherence to this policy.

## **Article XII – IRS 501(C)(3) Tax Exemption Provisions**

### **Section 1. Limitations on Activities**

Notwithstanding any other provisions of these Bylaws, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### **Section 2. Prohibition Against Private Inurement**

No part of the net earnings of Rainbow shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that Rainbow shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this organization.

### **Section 3. Distribution of Assets**

Upon the dissolution of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **Article XIII – Amendment of Bylaws**

### **Section 1. Amendment**

These Bylaws may be amended or repealed and new Bylaws adopted, except as may be otherwise specified under provisions of law or these Bylaws, by a 2/3 vote of the Board of Directors. The vote may occur at any regular or special meeting of the board, provided each board member has been provided with the proposed bylaw change(s) at least ten days prior the vote.

## **Article XIV – Construction and Terms**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this organization, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this organization filed with an office of this state and used to establish the legal existence of this organization.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.



## **Adoption of Bylaws**

***Approved October 1996  
Amended July 2009  
Amended February 2015  
Amended April 2016  
Amended April 2018  
Amended August 2020  
Amended March 2022  
Amended August 2022***