

BYLAWS

OF

ASSISTANCE DOGS INTERNATIONAL, INC.

(A Not-For-Profit Corporation)

June, 2010

ARTICLE I

PURPOSES

- To establish Assistance Dogs International, Inc. (“ADI”) as the worldwide authority for the advancement of the assistance animal movement.
- To set overall international standards for accrediting assistance dog programs and trainers.
- To monitor standards to ensure that integrity of accreditation is maintained worldwide.
- To create opportunities for networking and the sharing of “best practices” on a worldwide basis.
- To market and provide public education about ADI’s programs, services, and assistance dogs.
- To organize and maintain an international information base on assistance animal activity worldwide.
- To enable the creation of regional chapters organized and made up of ADI Member organizations within a specific geographic region to carry out the mission and purposes of ADI on a regional level (“Regional Chapters”).
- To assure the financial viability of ADI through fundraising activities and powers to establish and collect dues and other fees.

ARTICLE II

OFFICES. LANGUAGE. CURRENCY

The principal office of ADI shall be located in the city of Central Point, County of Jackson and State of Oregon, USA. ADI may also establish offices at such other places throughout the world as the Board of Directors may from time to time determine. ADI’s official language is English. ADI’s official currency is the US Dollar. ADI shall establish banking relationships with a financial institution that can support ADI. ADI may establish bank accounts and financial/accounting policies and procedures to enable Regional Chapters to conduct regional affairs. ADI’s Board of Directors or Regional Chapter Boards may establish fees for educational programs and conferences sponsored by ADI or any Regional Chapter respectively.

Each Regional Chapter shall identify a Regional Chapter office within the geographic area covered by the Region and said office shall also be included on the list of offices of ADI. Regional Chapters may adopt their own official language and currency, however, any meeting or

transaction involving ADI shall comply with ADI policies. Regional Chapter financial affiliations must comply with ADI financial/accounting policies and procedures.

ARTICLE III

MEMBERS

1. Membership requirements. There are two classes of Members: Candidate and Full. To qualify for either class of Membership in this Corporation, the applicant must fulfill the following requirements and be approved for membership by the Board of Directors:

(a) The applicant must complete and submit a Membership Application. Membership Applications shall be made on such form as the Board of Directors determines from time to time; and

(b) The applicant must pay the membership dues from time to time as determined by the Board of Directors or Regional Board of Directors, if applicable, and approved by the Full Members.

(c) Candidates are entitled to limited benefits from ADI for the first five years of their membership or until they achieve Full Member status. A Candidate is not entitled to vote. If a Candidate does not achieve Full Membership during the five year candidate period, the Candidate is no longer a Member. The rights, liabilities and other incidents of Candidate membership are established by the Board of Directors.

(d) Full Members are fully accredited by ADI. Full Members are entitled to vote. The rights, liabilities and other incidents of Full membership are established by the Board of Directors and approved by Full Members.

(e) Additional categories and qualifications for membership shall be prescribed by resolutions duly adopted by the Board of Directors and approved by Full Members. The additional categories for membership qualification may include, without limitation, the amount and manner of imposing and collecting any membership dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership for failure to pay, and for reinstatement of membership and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

2. Termination and Suspension.

(a) The right or interest of a Member shall terminate only upon the happening of any of the following events: resignation, lapse of dues payment, loss of accredited status, dissolution or liquidation of the Member or by suspension or termination as defined from time to time by resolutions adopted by the Board of Directors and approved by the Full Members.

(b) A fifteen (15) day notice of termination will be sent via first class mail to the Member's last known address. The Member can request to be heard by the Board of Directors not less than five (5) days before the termination is effective. If requested as provided herein, the Board of Directors must hear the Member's case within three (3) months of the effective day of the termination.

3. Regional Membership. A Member of a Regional Chapter shall also be a Member of ADI and a Member of ADI shall also be a Member of a Regional Chapter if a Regional Chapter exists in said Member's geographic area. In cases where an ADI Member has multiple offices, the location of the official organizational headquarters shall determine the Regional Chapter with which the organization is associated.

4. Membership Certificates. The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in ADI and/or Accreditation of Members ("Membership Certificate"). A Membership Certificate shall be non-transferable, and a statement to that effect shall be noted on the Membership Certificate. Membership Certificates, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of ADI or a facsimile thereof.

ARTICLE IV

MEETINGS OF THE MEMBERS

1. Annual Meetings. The annual meeting of Members shall be held at a time stated in accordance with these bylaws. The annual meeting may be held in conjunction with the International Membership Conference or in conjunction with any Regional Chapter Conference.

2. International Membership Conference. ADI shall hold an international membership conference every two years. Each biennial meeting should be held on a date not more than 30 months following the preceding meeting.

3. Regional Chapter Meeting. Regional chapters may hold meetings of Regional Chapter Members. ADI or Regional Chapter meetings of Members should be held on such date or dates as shall be fixed from time to time by the Board of Directors of ADI or the Regional Chapter respectively.

4. Special Meetings. Special meetings of Members may be held on such date or dates as may be fixed by the Board of Directors of ADI or any Regional Chapter from time to time and by the Members on such date or dates as shall be permitted by law and as prescribed by these bylaws.

5. Meetings.

(a) At every meeting of Members, (ADI or Regional Chapter) there shall be presented a list or record of Members as of December 1 (“Record Date”), certified by the Secretary of the ADI. The list shall be available for inspection by any Member for the purpose of communication with other Members concerning the meeting, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting. Upon request thereof, any Member who has given written notice to ADI, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be Full Members may vote at such meeting.

(b) At each meeting of Members, the Board of Directors shall present a report detailing the minutes of every Board meeting and including all actions taken by the Board or its committees, all pertinent financial information regarding ADI, and all other information needed to uphold the Board of Director’s fiduciary duty to Members (“Operating Report”) covering the period in between meetings.

(c) Meetings shall be presided over by the following officers, in order of seniority: The Chair of the Board, Vice Chair of the Board, or if none of the foregoing is in office or present at the meeting, by a Chair to be chosen by a majority of the Members in attendance. The Secretary or an Assistant Secretary of ADI shall act as Secretary of every meeting. When neither the Secretary nor an Assistant Secretary is available, the Chair may appoint a Secretary of the meeting.

(d) The order of business at all meetings of Members shall be as follows:

- Roll Call.
- Approve minutes of the preceding meeting(s).
- Report of standing committees.
- Officers’ reports, to include without limitation, financial reports and budget information.
- Old business.
- New business.

6. Action Without Meeting. Whenever the vote of Members is required or permitted, such action may be taken without a meeting on the written consent setting forth the action to be voted upon signed by one-third of all the Full Members entitled to vote following a process of consultation. Pursuant to the terms of this section, a Full Member may vote in writing, sent by electronic mail, facsimile, regular mail or hand delivery.

7. Notice of Meetings. Written notice stating the place, day and hour of the meeting shall be given for all ADI meetings. Such notice shall state the person or persons calling the meeting, whether the meeting is being called for the election of directors, and a draft agenda for the transaction of such other business as may properly come before the meeting (“Notice”). Notice shall be given by electronic mail, facsimile or regular mail not less than thirty (30) days, or more

than sixty (60) days before the date of the meeting, to each Member at his address recorded on the records of ADI, or at such other address which the Member may have furnished in writing to the Secretary of ADI. No Notice need be given to any Member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a Member in person or by proxy at the meeting without protesting the lack of Notice shall constitute a waiver of Notice by such Member. Any Notice to Members relating to the election of Directors, any proposed amendments to the bylaws of ADI or change in the operations of a Regional Chapter adopted by the respective Board of Directors, shall be sent together with a concise statement of the changes made.

8. Voting. Unless otherwise provided herein or by subsequent modification of these bylaws, at all meetings of the Members, all matters shall be decided by the vote of a simple majority of a quorum of the Full Members entitled to vote. Each Full Member entitled to vote shall be entitled to one (1) vote. All Full Members shall have the same rights and obligations with respect to voting.

9. Quorum. Except as provided by law, the Full Members representing at least one third of the total Full Members (for ADI meetings and Regional Chapter meetings) present in person or by proxy shall constitute a quorum at a meeting of Members for the transaction of any business. The Full Members present may adjourn the meeting despite the absence of a quorum. Each Full Member shall be entitled to one vote. Unless specifically stated otherwise herein, approval of the Full Members is established by a simple majority vote, a quorum being present at the time.

10. Proxy. A Full Member may authorize another person to act for him by proxy in all matters in which a Full Member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed and dated by the Full Member or his attorney in fact, and delivered in writing via facsimile or regular mail and shall be revocable at the pleasure of the Full Member executing it, except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven months from its date.

11. Record Date. The Board of Directors of ADI may change the Record Date for the purpose of determining Full Members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine Full Members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such Record Date shall not be more than 70 days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made.

ARTICLE V

BOARD OF DIRECTORS

1. ADI shall be managed by a Board of Directors. Each director shall be at least 21 years of

age and shall be the Authorized Representative of a Full Member. Each director shall be the Authorized Representative of a Regional Chapter or in the case of an At-Large Member, the Authorized Representative of a Full Member. The Authorized Representative of a Regional Chapter is either the Chair of the Regional Chapter Board of Directors or a Full Member of the Regional Chapter Board of Directors. The Authorized Representative of a Full Member is the person authorized by a resolution of the Full Member's Board of Directors that (i) the Full Member approves the candidate's candidacy and (ii) attests that the candidate occupies the Executive Director or another management position within the Full Member's organizational structure with the authority to act and allocate resources on behalf of Full Member. The Board of Directors shall consist of a minimum of five (5) and maximum of twenty-one (21) members ("Directors"). The number of Directors may be increased or decreased by action of the Full Members. No decrease shall shorten the term of any Director then in office. A past Director may be eligible for re-appointment or election after a minimum one (1) year absence from office. Terms shall be staggered.

2. The composition of the Board of Directors shall be made up of Authorized Representatives determined as follows:

- (a) Chapters with 5-20 regional Members shall be entitled to have the Chair of the Regional Chapter serve as an ex-officio voting Member on the Board of Directors.
- (b) Chapters with 21 or more regional Members shall be entitled to have the Chair of the Regional Chapter serve as an ex-officio voting Member on the Board of Directors and entitled to have the Regional Chapter Board elect one Director from the Regional Chapter Board to serve on the Board of Directors, for a total of two Directors.
- (c) Should any places elected by the Regions as provided in subsections (a) and (b) herein become vacant, the Regional Chapter Board shall appoint a replacement for the remainder of the relevant term. If the Regional Chapter Board fails to fill the vacancy within 60 (sixty) days, the Board of Directors will appoint a replacement for the remainder of the relevant term.

Any remaining Director positions will be designated "At-Large" seats. At-Large Board positions will be nominated by at least one Full Member. No more than three (3) of the total number of Directors may serve from the same Regional Chapter. Qualified nominees will be elected by Full Members at an annual meeting. Each Director shall hold office until the expiration of the term for which he was elected, and until his successor has been duly elected and qualified, or until his prior resignation or removal as hereinafter provided. In the event elections result in more directors than permitted herein from any Regional Chapter, then Full Members participating in the annual meeting shall hold a run-off election to determine the holders of the At-Large seats from that region.

3. (a) Any or all of the members of the Board of Directors may be removed with or without cause by vote of at least fifty-one percent (51%) of Full Members. The Board of Directors may suspend any director thereof for cause pursuant to the provisions of Section 6 of this Article.

(b) A director may resign at any time by giving written notice to the Secretary of the Board of Directors of ADI. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Secretary. Acceptance of such resignation shall not be necessary to make it effective.

4. Vacancies in the At-Large positions on the Board of Directors that occur mid-term may be filled by appointment of the Board of Directors then in office for the remainder of the relevant term.

5. (a) A meeting of a Regional Chapter Board or ADI Board of Directors shall be held prior to or following any meeting of Members. All other Board of Director meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time. ADI and Regional Chapter Boards shall meet at least annually.

(b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chair of the Board or by a majority of the Directors then in office.

(c) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting shall specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any Director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him/her.

6. Except to the extent herein or in the Articles of Incorporation, a majority of the members of the Board of Directors in office shall constitute a quorum. At any meeting held to suspend one or more Directors a majority vote of the Directors is required. Any suspension made by the Board of Directors must be approved by a vote of the Full Members to result in removal. If Members do not remove the suspended Director, the Director is immediately reinstated to the Board of Directors. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these bylaws, the act of the Board of Directors shall be by a majority of the Directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing or via email, by all of the Directors entitled to vote thereon and filed with the minutes of ADI shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board of Directors.

7. The Chair of the Board, if any, shall preside at all meetings of the Board of Directors. If there be no Chair or in his absence, the Vice Chair shall preside and, if there be no Vice Chair or

in his absence, any other director chosen by the Board shall preside.

8. Committees. Whenever the Board of Directors of ADI or a Regional Chapter shall consist of more than five persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

9. Conflict of Interest: Any board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of ADI for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

ARTICLE VI

REGIONAL CHAPTERS

1. (a) ADI is authorized to create Regional Chapters as provided herein.

(b) ADI Board of Directors may establish geographic Regional Chapters from time to time based on the following guidelines:

1. A geographic region has defined boundaries and does not overlap existing Regional Chapter boundaries.
2. There are a minimum of five Member organizations in the region.
3. Five or more Member organizations in the region make a written request to ADI Board of Directors to create a Regional Chapter.
4. ADI Board of Directors reviews the written request and submits a recommendation to Full Membership for approval.

2. (a) Regional Chapters shall facilitate the advancement of ADI's purposes at the regional level and develop programs and services that address the unique needs of ADI Members in the

applicable region by taking actions including, without limitation, the following:

1. Election of Authorized Representatives to the ADI Board of Directors.
2. Ensuring that relevant regional access issues are dealt with appropriately.
3. Supporting existing and new programs that are starting up.
4. Regional funding applications such as sponsorships, grants or events.
5. Developing Regional Chapter budgets.
6. Proposing regional variances to accreditation standards for the approval of the Board of Directors.
7. Encouraging resource sharing where feasible.
8. Compliance with ADI standards and ethics.
9. Organizing regional conferences and educational programs.
10. Providing an annual report of activities and annual accounts to Regional Chapter Members and the ADI Board of Directors.
11. Encouraging new Members.
12. Educating the public on behalf of the assistance dog movement.

Regional Chapters shall utilize these bylaws to guide their governance processes. Regional Chapters may develop their own policies and procedures to effectively conduct the business necessary to meet the unique needs of Members represented in the Region so long as such policies and procedures do not conflict with ADI's policies and procedures as determined solely by the Board of Directors of ADI. Regional Chapters may plan and hold educational conferences in their respective region that are funded and managed by the Regional Chapter through regional fundraising activities and registration fees. ADI and Regional Chapters may, upon approval of both Boards, sponsor joint educational sessions and conferences. In the event a policy, procedure, program, practice, or activity of a Regional Chapter is determined by the Board of Directors of ADI to be in conflict with ADI, then such policy or procedure shall be null and void and the Regional Chapter must cease and desist from conducting said program, practice or activity.

(b) In no circumstance is the authority of a Regional Chapter and its Regional Board of Directors above the authority of ADI and the Board of Directors of ADI. In the event of a dispute regarding the authority or position of the Board of Directors of ADI and a Regional Chapter Board of Directors, the Regional Chapter can appeal by requiring the matter be put to a vote of the Full Members.

ARTICLE VII

OFFICERS

1. The Board of Directors may elect or appoint a Chair of the Board of Directors, one or more Vice-Chairs, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such other officers as they may determine.

2. Each officer shall hold office until his/her successor has been duly elected. The Board of Directors may remove any officer from office with or without cause at any time by a majority vote of the directors.

3. (a) The Chair shall be the President and chief executive officer of ADI, shall have the responsibility for the general management of the affairs of ADI, and shall carry out the resolutions of the Board of Directors of ADI.

(b) During the absence or disability of the Chair of ADI, the Vice-Chair, or, if there be more than one, the Vice-Chairs shall have all the powers and functions of the Chair. The Vice Chair(s) shall generally be responsible for all aspects of planning and production of Membership meetings and perform such duties as may be prescribed by the Board of Directors from time to time.

(c) The Treasurer shall have the care and custody of all of the funds and securities of ADI, and shall deposit said funds in the name of ADI in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of ADI when counter-signed by the Chair. Either the Chair, Secretary or Treasurer is authorized to sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors.

(d) The Secretary shall keep the minutes of the Board of Directors and the minutes of meetings of the Members. He/she shall have custody of the seal of ADI, and shall affix and attest the same to documents duly authorized by the Board of Directors. He/she shall serve all notices for ADI which shall have been authorized by the Board of Directors, and shall have charge of all books and records of ADI.

ARTICLE VIII

INDEMNIFICATION

Except as limited by Oregon law, any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of ADI) by reason of the fact that he/she is or was a director, officer or employee of ADI, shall be indemnified by ADI against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him/her in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein if he/she was acting in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of ADI, and, in respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The indemnification provisions of this section shall include the payment of any judgments and amounts paid in good faith settlement, provided that he/she acted in good faith and in a manner he/she reasonable believed to be in or not opposed to the best interests of the

corporation. However, no indemnification shall be made in respect of any claim, issue or matter as to which the person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to ADI. ADI shall obtain adequate liability and errors and omissions insurance covering its officers and directors in the conduct of their duties.

ARTICLE IX

MISCELLANEOUS

1. ADI shall keep complete and correct records and books of account and shall keep minutes of the meetings of the Members, the Board of Directors, or any committee appointed by the Board of Directors, as well as a list or record containing the names and addresses of all Members.
2. The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.
3. The fiscal year of ADI shall be fixed by the Board of Directors from time to time, subject to applicable law.
4. All bylaws of ADI shall be subject to alteration or repeal, and new bylaws shall be made, by approval of the Full Members.
5. The provisions of these bylaws shall be interpreted in accordance with the State of Oregon, United States of America law and if any provision is found in violation of that State's laws it shall be null and void, and the provisions of Oregon law relating to said offending provision shall be substituted regardless of whether said law was implemented before or after the adoption of these bylaws. The rest of the bylaws not invalidated shall continue in full force and effect.
6. Any provisions of these bylaws which would disqualify ADI from its tax exempt status under the Internal Revenue Code of the United States of America or any regulation of the IRS shall be null and void. The remainder of the bylaws not in violation shall continue in full force and effect.

Signatures of officers and board members certifying the adoption of these bylaws as amended.

Dated this __ day of _____, 201__.

Chair

Vice Chair

Secretary

Treasurer

Director

Director

Director

Director