

ARTICLE 1: IDENTIFICATION

1.1 Name

1. The name of the organization shall be Southern Arizona Greyhound Adoption, herein referred to as "SA GREYS".

1.2 Mission

1. SA GREYS is an all-volunteer 501(c)(3) non-profit organization providing the opportunity to better the lives of ex-racing and rescued greyhounds by securing loving and qualified forever homes, predominantly in the Southern Arizona area.
2. SA GREYS will:
 - A. Identify caring and responsible homes.
 - B. Rescue sick, injured and abandoned greyhounds.
 - C. Seek to return lost greyhounds to their owners.
 - D. Teach the principles of kindness and humane dog care.
 - E. Promote birth control by neutering/spaying all intake animals.
 - F. Provide pre-adoption health services.
 - G. Provide residential foster care to assist greyhounds in becoming acclimated to a home environment.

1.3 Values

1. SA GREYS will:
 - a. Remain neutral regarding the issue of greyhound racing.
 - b. Maintain the highest standards of ethics, respect, honesty, integrity, responsiveness, and openness in all activities.
 - c. Treat each other with kindness, courtesy, support, and respect.
 - d. Serve with commitment, consideration, and compassion.
 - e. Not practice or permit discrimination on basis of sex, race, age, national origin, religion, physical handicap or disability, sexual orientation or identity, or marital status.

1.4 Vision

1. Be the most effective greyhound adoption organization in the State of Arizona.
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ARTICLE 2: PURPOSE

2.1 SA GREYS will:

1. Promote greyhound adoption and placement of greyhounds as pets and companion animals in responsible, loving homes, regardless of health condition and age.
 2. Accept returns of all greyhounds, including lost ones.
 3. Establish and maintain a special fund to cover extraordinary medical and long-term expenses.
 4. Take in mixed breed and companion animals when doing so is in the best interests of the animals, as approved by the Board of Directors.
 5. Educate the community concerning the responsible ownership and financial considerations of greyhounds and other companion animals.
 6. Promote responsible animal population control by:
 - A. The neutering / spaying all intake animals prior to adoption.
 - B. Publicly encouraging the neutering / spaying of all companion animals.
 7. Raise funds and promote the organization as required to further the mission and goals of SA GREYS.
 8. Collaborate with other greyhound adoption and placement organizations, as approved by the Board of Directors.
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ARTICLE 3: ASSOCIATES

3.1 Definitions

1. Associates shall refer to all persons having any involvement with the SA GREYS. Associates are further classified as “Members”, “Directors”, and “Volunteers”.
 - a. Members shall refer to those persons who have completed an application to join SA GREYS or been granted member status through policies and procedures established by the Board of Directors.
 - b. Directors shall refer to those individuals elected by the membership to lead SA Greys and conduct business on behalf of the membership.
 - c. Volunteers shall refer to those individuals who are not active members, but chose to support the mission of SA GREYS in a volunteer status.
2. No part of any income or residue from dues or donations shall benefit any Associate.

3.2 Members

1. Eligibility:
 - A. Be at least 18 years of age.

- B. Have no prior conviction for animal cruelty, abuse, neglect, or similar offense.
 - C. Submit a membership form for consideration, such form to be retained by SA Greys.
 - D. Submit dues at the time of application.
 - E. Greyhound adopters of SA GREYS, by virtue of their adoption are honorary members of the organization.
2. Benefits
- A. Members whose dues are paid and who have not terminated their membership or been disqualified shall be members in good standing.
 - B. Members in good standing shall be entitled to vote at meetings of the general membership, or by electronic ballot vote. No proxy votes are allowed.

3.3 Directors

1. Directors are elected by the membership in accordance with established procedures (see Article 5 – Elections).
2. Those elected as Directors will:
 - A. Be at least 18 years of age and be a member of SA GREYS at the time of their election to the board.
 - B. Have a permanent residence in the State of Arizona.
 - C. Have two years hands-on experience with greyhounds in exercise of the mission of SA GREYS, or possess needed skill sets for specific assignments.

3.4 Volunteers

1. Must be at least 12 years of age.
 - A. Those under the age of 18 must:
 - i. Be under the supervision of an adult.
 - ii. Have the written consent of a parent or guardian.
2. DO NOT possess voting rights unless they are an active SA GREYS member.
3. Must meet eligibility requirements, and may participate in any event sponsored by SA GREYS.
4. Are subject to the same standards and criteria established for associates, and may be refused the opportunity to volunteer for failing to maintain standards.

3.5 Honorary Member

1. May attend any event or meeting held by the organization.
2. DO NOT possess voting rights, nor do they count in determination of a quorum.
3. By Adoption
 - a. By virtue of adopting a greyhound, individuals are granted a one-year honorary membership at no charge.

4. By Acclamation

- a. An individual or group who, by action or support has shown an interest in or made a significant contribution to SA GREYS.
- b. Must be approved by a vote of the board.
- c. Membership is not limited by time.

3.6 Membership Termination

1. Membership is terminated upon:

- A. Resignation
 - i. If the notice is given verbally, the secretary must send a letter to the member stating that his / her resignation has been accepted by SA GREYS.
- B. Death of the member
 - i. A surviving family member may assume the remainder of the membership period of the deceased.
- C. Failure to maintain established standards of conduct.
- D. Non-payment of dues.
 - i. Non-payment will result in termination if not paid after 30 days have elapsed from due date.
- E. No refund will be made for any unused portion of dues.

ARTICLE 4: MEETINGS

4.1 General Membership Meeting

1. An annual membership meeting will be held wherein the business of SA GREYS shall be open for membership vote, including election of Directors / Officers.
2. The annual meetings shall be open to all Associates and the public. Only members in good standing are eligible to vote on matters placed before the membership.
3. A notice of meeting, to include a proposed agenda shall be made available to all members in good standing at least 30 days in advance.
4. A valid vote requires a simple majority of votes received by the communicated deadline.

4.2 General Board Meeting

1. A notice of meeting, to include a proposed agenda shall be made available to all members in good standing at least 30 days in advance.

2. Regular meetings of the Board of Directors shall be held at least quarterly and notice given to all members at least 30 days in advance. The meetings shall be open to the public.
3. A majority of the Board constitutes a quorum at all Board meetings.
 - a. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.
 - b. In the absence of a quorum, a majority of the Directors present may adjourn the meeting without further notice until a quorum is present.

4.3 Special Meetings of the Board

1. Shall be initiated by notice to all Board members and the full membership. Notice will include:
 - a. The date, place, time and business to be conducted.
 - b. Notice must be provided at least 7 days in advance.
 - c. Special Meetings shall be open to the public.

4.4 Closed Board Meetings

1. May be held at any time and may be closed to the public.
2. For closed meetings, notice of the date, place, time, matter(s) to be discussed and indication whether the meeting will be closed shall be given twenty-four hours in advance.
 - A. Closed meetings may be due to legal confidentiality matters, unforeseen acts of nature, and critical animal health issues, as examples.

4.5 Call to membership

1. Any meeting open to the full membership shall include a "Question and Answer" session at the end for the audience.

ARTICLE 5: ELECTIONS

5.1 Elections

1. Candidate biographical information will be included with the meeting agenda.
2. Where there is more than one candidate for a position, the candidate receiving the most votes shall be the winner.

3. Where there is only one candidate for a position, that candidate must receive a majority of the votes cast.

5.2 Election Procedures

1. The Secretary will chair the election committee.
2. The Election Committee will:
 - A. Establish procedures for conducting the election.
 - B. Tally results and provide to the Board.
 - C. Ensure candidates are properly qualified for positions.
 - D. Ensure elections are publicized as required by the Bylaws.
- E. The Board of Directors may elect to increase or decrease the number of board positions to further the mission of SA Greys.
 1. At no time may the number of Board positions be reduced below what is required by this document.
- F. Any change in the composition of the Board will be made in accordance with established Bylaws, Articles of Incorporation and policies of SA Greys.

5.3 Term

1. Directors shall be elected for a two-year term at the annual general membership meeting
2. Directors are elected by a majority vote when at least 50% plus one of all members in good standing have voted, either electronically or in-person.
3. Any Director may be nominated for, and accept, up to two additional two-year terms, with exceptions at the Board's discretion
4. Upon completion of three consecutive terms of service on the Board, any such member will be required to leave the Board for a period of two years before again accepting nomination to a Board position, with exceptions at the Board's discretion.

5.4 Failure to Meet Quorum Requirement

1. Should the membership not reach a quorum, the election shall be invalidated.
2. In the event an election is invalidated, a new election shall be conducted within 90 days of the invalid election.
3. All board members in place at the time of the invalidated election may at their discretion remain in office until such time as a valid election is held.
4. Should the second election not result in a quorum, the Board may vote to waive the quorum requirement only to elect Board members.
5. Candidates could be elected with a simple majority of votes cast.
6. Individuals elected under special election procedures would only serve until the next annual election.

7. Bylaws or other matters to be voted on at the General Meeting would not be subject to the special election and shall be deemed denied until the next General Meeting.

ARTICLE 6: BOARD OF DIRECTORS

6.1 Directors

1. The Board of Directors is established to manage the business and the affairs of SA GREYS, and to exercise all provisions of the Bylaws. They have fiduciary responsibility, accountability to the donors, are responsible for donor and volunteer development and fundraising, etc. The Board of Directors shall be comprised of a minimum of 5 and a maximum of 11 members, to include a President, Vice President, Secretary and Treasurer.
2. All Officers shall be Directors and members of the Board of Directors.
3. Officers shall serve in their respective capacities both with regard to SA GREYS and its meetings, and the Board and its meetings.
4. Officers may hold only one office at a time.
5. All Officers shall be elected by the members at the annual membership meeting.
6. No individual Board Member may act solely on his/her own regarding setting policies of SA GREYS.
7. The Board of Directors has the power to create and make changes to Policies and Procedures documents.

6.2 President – Two-Year Term

1. The President shall:
2. Serve as the public face of SA GREYS.
3. Oversee all activities of SA GREYS.
4. Preside at all meetings of the Board and the annual meeting.
5. Sign contracts and agreements on behalf of SA GREYS.
6. Act as the chief operating officer, subject to the Articles of Incorporation and the Bylaws.
7. Provides leadership, guidance, inspiration, and encouragement in furtherance of SA GREYS' Mission. Election of the President shall be conducted during even-numbered years.

6.3 Vice-President – Two-Year Term

1. The Vice-President shall:
2. Exercise the authority of the President in his / her absence.

3. Have other duties and powers, as directed by the President and as limited by the Articles of Incorporation and the Bylaws.
4. Chair the Bylaws review committee.
5. The committee will review the Bylaws annually and recommend changes/additions/deletions to the Board.
6. The board will then accept, modify, or reject the recommendations prior to presentation to the membership for vote. Election of the Vice President shall be conducted during odd numbered years.

6.4 Secretary – Two-Year Term

1. The Secretary shall:
2. Keep the minutes of all meetings of SA GREYS.
3. Oversee all general correspondence.
4. Give, or cause to be given, notification of meetings as outlined in the Bylaws.
5. Ensures there is an accurate record of all Members, Directors, and Officers with postal addresses, telephone numbers, and email addresses. This record shall not be used, in whole or part, by any person for any purpose other than official business of SA GREYS.
6. Serve as chair of the election committee.
7. Perform any other duties, as limited by the Articles of Incorporation and the Bylaws.

6.5 Treasurer – Two-Year Term

1. This position requires a skill set best be served by someone with a financial background.
2. The Treasurer and signatories shall be bonded and insured with the expense thereof being paid by SA GREYS.
3. The Treasurer is responsible for all funds and securities of SA GREYS.
4. Funds must be deposited in the name of SA GREYS in such bank or other Depositories as may be selected by the Board of Directors.
5. The Treasurer is responsible for establishing and maintaining the policies, procedures, and controls necessary to assure proper and expedient exercise of SA GREYS'.
6. Policies and procedures shall be established as those of SA GREYS when approved by a majority of the Board of Directors.
7. The Treasurer shall render financial statements to the Board of Directors at appropriate times, not less than monthly.
8. Additionally, SA GREYS' books shall be open to inspection by any member upon reasonable request.
9. The Treasurer shall prepare, or cause to be prepared, and file any necessary reports, financial statements, and returns as may be required by law.
10. Additionally, the Treasurer performs any other duties, limited by the Articles of Incorporation and the Bylaws.
11. The Treasurer shall participate in the Financial Review Committee (FRC)
12. The FRC is appointed by the Board of Directors to review the books of SA GREYS and all bank and card statements on a quarterly basis.

6.6 Directors – Two-Year Term

1. Directors serve in capacities and functions that may be required by the operation of the organization.
2. Directors will serve as prescribed by the President, after consultation with and with the advice of the other board members.

6.7 Members of the Board At Large

1. Can serve as an interim advisor to assist with transitions of Board Members.
2. May serve as a liaison between the Board of Directors and members, or to address special projects.
3. Term to be determined by the Board of Directors but will be reviewed after 2 years.

ARTICLE 7: COMMITTEES / WORKING GROUPS

7.1 Working Groups

1. The Board of Directors may establish working groups to address situations in the course of the organization's business where additional input and assistance are needed.
2. This could include, but is not limited to, the establishment of an advisory group, a strategic planning group, a budgeting group, and / or an internal audit group.

7.2 Financial Review Committee (FRC)

1. The FRC will:
2. Be appointed by the Board of Directors.
3. Consist of at least three members of the board.
4. Review organizational books, bank and card statements on a monthly basis.
5. Ensure all donations have been acknowledged.

7.3 Dispute Resolution

1. The Board will implement a process for the resolution of disputes arising between the board and membership involving issues not reserved to board discretion by these Bylaws.
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ARTICLE 8: RESIGNATION / VACANCIES / COMPENSATION OF DIRECTORS / OFFICERS

8.1 Vacancies

1. The Directors, even though less than a quorum, will declare vacant the office of an elected Director should for reasons including, but not limited to:
 - a. Failure to act in the best interest of SA GREYS.
 - b. Failure to meet the qualifications required by the Articles of Incorporation or Bylaws.
 - c. Being declared incompetent or placed under the protection of a guardian.
 - d. Becoming incapacitated by illness or other infirmity, or otherwise become unable to perform his/her duties, for a period of three months or longer.
 - e. Failure to attend three consecutive meetings with a twelve (12) month period, subject to review and final disposition by the President.
 - f. Being found guilty of misappropriation or mishandling of SA GREYS' funds.
 - g. Being convicted of animal cruelty, animal abuse, neglect of animals or any similar offense.

8.2 Resignation

1. An elected Director may resign by giving written or verbal notice to the President or Secretary.
2. The resignation of any Director will take effect upon receipt of notice thereof, or at such later time as may be specified in the notice.
3. The acceptance of the resignation is not necessary to make it effective.
4. A letter shall be sent by the Secretary to confirm acceptance by the board.

8.3 Procedure to Fill Vacancy

1. Any vacancy among the elected Directors may be filled by the affirmative vote of a majority of the remaining Directors.
2. When one or more elected officers resign, effective at a future date, a majority of the Directors then in office may fill such vacancy or vacancies.
3. The vote will take effect when the resignation becomes effective.
4. Any person elected to fill a vacancy as an elected Director will serve until the next General Membership Meeting where a successor may be elected.
5. Individuals who are elected by the board to serve out the unexpired term of previous board member are entitled to serve three full terms as outlined in these directives.

8.4 Increase in Number of Directors

1. General membership meeting elections are required to fill positions occurring because of an increase in the number of Directors.
2. The initial term of office may be staggered to provide for continuity.

8.5 Compensation

1. Directors / Officers are not entitled to compensation.

8.6 Reimbursement

1. Will be decided by a majority vote of the Board.
2. Request for reimbursement may be made by written or electronic means.

8.7 Expenses

1. Expenses incurred by any member or volunteer of SA GREYS must obtain prior approval from a Board member. Requests for reimbursement for approved expenses must be accompanied by a receipt and may be submitted via facsimile in an email.

ARTICLE 9: POWER TO CONTRACT

9.1 Contracts

1. No contracts are to be entered into on behalf of the Organization and no evidence of the obligation is to be issued in its name unless authorized by a two-thirds vote of the Board of Directors.
2. Authority may be delegated to specific individuals for the conduct of ordinary day-to-day business. The authority may be general or confined to specific instances.

9.2 Payments

1. All payments in excess of \$2,000 must be approved by two of the Officers of SA GREYS.
2. Payments in the amount of \$2,000 or less must be approved by one of the Officers of the Organization.
3. All Officers who have signing authority will be Bonded and Insured at the Expense of SA GREYS.
4. Provision may be made for the use of facsimile signature under specified conditions.

9.3 Credit

1. Credit may be used as directed by the Board of Directors.

ARTICLE 10: MISCELLANEOUS

10.1 Fiscal Year

1. The fiscal year of the Corporation will be from January 1 of the current year to December 31 of the same year.

10.2 Amendments

1. The Board may propose to alter, amend, or repeal the Bylaws and adopt new Bylaws, provided that notice, and the wording of such changes, be provided to all members in good standing at least 30 days prior to the meeting at which the changes will be considered.
2. Any change to the Bylaws must be adopted by a 50% plus one (two-thirds in the affirmative) vote of the total members in good standing, either by electronic ballot or present in person at the meeting.

10.3 Parliamentary Authority

1. The rules contained in the current edition of Robert's Rules of Order are to govern in all cases to which they are applicable and in which they are not inconsistent with statute, the Articles of Incorporation or these Bylaws.
2. The President may direct a customized version of Rules of Order to facilitate the efficient conduct of SA Greys business.

10.4 Gifts

1. The Board, any Director/Officer, or any representative may accept on behalf of SA GREYS any contribution, gift, bequest, or devise for the charitable or public purposes of this organization.
 2. No one will have the power to commit to corporate favors in exchange for gifts.
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ARTICLE 11: DISSOLUTION

11.1 Dissolution

1. Upon the dissolution of the organization, assets shall be distributed to one or more tax exempt organizations within the meaning of section 501(c)(3) of the Internal revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.