

ARTICLE 1: IDENTIFICATION

1.1 Name

1. The name of the organization is Southern Arizona Greyhound Adoption ("SA GREYS").

1.2 Mission

1. SA GREYS is an all-volunteer 501(c)(3) non-profit organization that identifies qualified adopters, predominantly in the Southern Arizona area, for retired racing greyhounds and greyhounds in need of rehoming.
2. SA GREYS will:
 - A. Vet potential adopters to identify homes with suitable living conditions.
 - B. Provide reasonable care for sick, injured and abandoned greyhounds.
 - C. Make all reasonable efforts to return lost greyhounds to their owners.
 - D. Provide reasonable ongoing support to adopters to promote the welfare of adopted greyhounds.
 - E. Neuter or spay all intake animals.
 - F. Provide pre-adoption health services that include spay, neuter, dental cleaning, and any other reasonable health services.
 - G. Provide residential foster care to help greyhounds transition to a home environment.

1.3 Values

1. SA GREYS will:
 - A. Remain neutral regarding greyhound racing.
 - B. Maintain its commitment to the highest standards of ethics, respect, honesty, integrity, responsiveness, and openness in all activities.
 - C. Maintain its commitment to treating each other with kindness, courtesy, support, and respect.
 - D. Remain committed to operate with consideration, and compassion.
 - E. Not discriminate against any current or prospective member, director, officer, volunteer, or vendor on the basis of ethnicity, gender expression, gender identity, marital status, national origin, race, religion, sex, sexual orientation, skin color, veteran status, or any other basis prohibited by federal, state, or local law.

1.4 Vision

1. Be the most effective greyhound adoption organization in the State of Arizona.

ARTICLE 2: PURPOSE

2.1 SA GREYS will:

1. Promote greyhound adoption and placement of greyhounds as companion animals regardless of health condition and age.
2. Accept any lost or relinquished SA GREYS' greyhounds to its care.
3. Establish and maintain a fund specifically designated to cover extraordinary medical and long-term expenses for greyhounds in its care.
4. Accept for adoption non-SA GREYS greyhounds and non-greyhound companion animals in need if approved by its Board of Directors.
5. Promote community awareness of greyhound adoption including responsible ownership and financial considerations of adoption.
6. Raise funds and promote SA GREYS as necessary to further the mission and vision of SA GREYS.
7. Collaborate with other greyhound adoption and placement organizations for the benefit of greyhounds, if approved by the Board of Directors.

ARTICLE 3: ASSOCIATES

3.1 Definitions

1. "Associates" refers to all persons having any involvement with SA GREYS and are further classified as "Members", "Directors", or "Volunteers".
 - A. "Members" refers to persons who have completed an application to join SA GREYS or been granted member status by act of the Board of Directors.
 - B. "Directors" refers to persons elected by the membership to lead SA GREYS and conduct business on behalf of the membership.
 - C. "Volunteers" refers to persons who choose to support the mission and vision of SA GREYS in a volunteer status. Volunteers may also, however, be Members.
2. No Associate may receive income or residue from dues or donations.

3.2 Members

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

- B. Have no prior conviction or indictment 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.
2. Benefits
- A. Members whose dues are paid and who have not terminated their membership or been disqualified are Members in good standing.
 - B. Members in good standing are entitled to vote at meetings of the general membership, or by electronic ballot vote. Proxy votes are not 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 must:
 - 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 Arizona.
 - C. Have two years hands-on experience with greyhounds in support of the mission and vision of SA GREYS, or possess needed skill relevant to SA GREYS' mission.

3.4 Volunteers

1. Must be at least 12 years of age.
 - A. Those under the age of 18 must:
 1. Be under the supervision of an adult at all times.
 2. 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 at the sole and absolute discretion of the Board of Directors subject only to the limitations of these bylaws.

3.5 Membership Termination

1. Membership is terminated upon:
 - A. Resignation
 1. If the notice is given verbally, the Secretary must send a letter or email to the Member stating that their resignation has been accepted by SA GREYS.
 - B. Death of the Member

- C. Failure to maintain SA GREYS' standards of conduct as set forth above in section 1.3 and as determined in the sole and absolute discretion of the Board of Directors subject only to the limitations of these bylaws.
 - D. Non-payment of dues.
 - 1. Non-payment will result in termination if the dues are not paid after 30 days from the due date.
 - E. No refund will be made for any unused portion of dues.
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ARTICLE 4: MEETINGS

4.1 General Membership Meeting

- 1. An annual membership meeting will be held wherein the business of SA GREYS is open for membership vote, including election of Directors and Officers.
- 2. The annual meeting is open to the public. Only Members in good standing are eligible to vote on matters placed before the membership.
- 3. A notice of meeting will include a proposed agenda and will be made available to all Members in good standing at least 30 days in advance of the meeting.
- 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 will include a proposed agenda and will be made available to all Members in good standing at least 30 days in advance of the meeting.
- 2. Regular meetings of the Board of Directors will be held at least quarterly and notice given to all Members at least 30 days in advance. The meetings will 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 is 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 seven days in advance of the meeting.
 - C. Special Meetings are open to the public.

4.4 Executive Sessions

1. At the discretion of the Board of Directors, meetings or parts of meetings that involve sensitive, privileged, or confidential matters may be closed to the public.

4.5 Call to the audience

1. Any meeting open to the the public will include a time at the end for questions and comments from those in attendance.

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 is 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 except when they are running for a position, in which case the Treasurer will chair the Election Committee.
2. The Election Committee will:
 - A. Follow established 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 are elected for a two-year term at the annual general membership meeting
2. Directors are elected by a simple majority vote of all Members in good standing.

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 is invalidated.
2. In the event an election is invalidated, a new election must 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 will 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 a fiduciary responsibility to SA GREYS to be responsible stewards of its mission and resources. The Board of Directors comprises a minimum of five and a maximum of 11 members, to include a President, Vice President, Secretary, and Treasurer.
2. All Officers are Directors and members of the Board of Directors.
3. Officers 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 will be elected by the Members at the annual membership meeting.
6. No individual Board Member may act solely on their 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. Serves as the public face of SA GREYS.
2. Oversees all activities of SA GREYS.
3. Presides at all meetings of the Board and the annual meeting.
4. Signs contracts and agreements on behalf of SA GREYS.
5. Acts as the chief operating officer, subject to the Articles of Incorporation and the Bylaws.
6. Provides leadership, guidance, inspiration, and encouragement in furtherance of SA GREYS' Mission.

6.3 Vice-President – Two-Year Term

1. Exercises the authority of the President in their absence.
2. Has other duties and powers, as directed by the President and as limited by the Articles of Incorporation and the Bylaws.
3. Chairs the Bylaws review committee, which reviews the Bylaws annually and recommends changes to the Board. The Board will then accept, modify, or reject the recommendations prior to presentation to the membership for vote.

6.4 Secretary – Two-Year Term

1. Keeps the minutes of all meetings of SA GREYS.
2. Oversees all general correspondence.
3. Gives, or causes to be given, notification of meetings as outlined in the Bylaws.
4. Ensures there is an accurate record of all Members, Directors, and Officers with postal addresses, telephone numbers, and email addresses. This record cannot be used, in whole or part, by any person for any purpose other than official business of SA GREYS.
5. Chairs the Election Committee.
6. Performs any other duties as directed by the Board and as limited by the Articles of Incorporation and the Bylaws.

6.5 Treasurer – Two-Year Term

1. This position requires a skill set best served by someone with a background in finance or accounting.
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 adviser 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 two 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. Is appointed by the Board of Directors.
2. Consists of up to three members of the board, as well as any other persons appointed by the Board.
3. Reviews organizational books, bank and card statements on a monthly basis.
4. Ensures 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.

ARTICLE 8: REMOVAL FROM OFFICE / RESIGNATION / VACANCIES / COMPENSATION OF DIRECTORS / OFFICERS

8.1 Removal from Office

1. The Directors, by simple majority, will declare vacant the office of an elected Director for reasons including, but not limited to:
 - A. Failure to act in the best interest of SA GREYS as determined by the Board of Directors.
 - 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 becoming unable to perform their duties, for a period of three months or longer.
 - E. Failure to attend three consecutive meetings within a 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 or email 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 choose a Member to 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 bylaws.

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 electronically via email.

ARTICLE 9: POWER TO CONTRACT

9.1 Contracts

1. No contracts are to be entered into on behalf of SA GREYS and no evidence of the obligation is to be issued in its name unless authorized by a majority 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 electronic 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 SA GREYS 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 simple majority of votes cast by the Members in good standing.

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 any contribution, gift, bequest, or devise for the charitable or public purposes on behalf of SA GREYS.
2. No one will have the power to commit to corporate favors in exchange for gifts.

ARTICLE 11: DISSOLUTION

11.1 Dissolution

1. Upon the dissolution of SA GREYS, 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 Pima County, Arizona, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.