



**SOCIETY OF ANIMAL WELFARE ADMINISTRATORS
BYLAWS**

Board Approved December 17, 2009

ARTICLE I. NAME, PURPOSE, AND RESTRICTIONS

Section 1. Name

The name of the association is the Society of Animal Welfare Administrators (SAWA), a Colorado nonprofit corporation that is tax-exempt under Section 501(c) (6) of the U. S. Internal Revenue Code.

Section 2. Purpose

The Society's mission is to be a community of professionals committed to excellence in the management and operation of local animal welfare and control organizations. The Society is committed to achievement of our vision and long-term goals.

Section 3. Restrictions

All SAWA policies and activities will be consistent with applicable federal, state, and local antitrust, trade regulation, or other legal requirements. As a nonprofit, tax-exempt organization, no part of SAWA's net earnings will inure to the benefit of any private individual.

ARTICLE II. MEMBERSHIP

Section 1. Qualifications

Any individual interested in the profession of animal care and control management may become a member of SAWA, providing the conditions set forth in these bylaws and in Board policy are met.

Section 2. Classification and Rights

- A. Regular Membership is limited to individuals who are involved in the management or administration of animal welfare or control agencies, and who pay annual dues. Regular Members are able to vote and may serve as Directors, hold office, or serve on committees.
 - 1. Executive Member will be conferred on any individual functioning as the chief executive of an agency that operates an animal care and control organization or an organization that enforces animal regulations. An Executive Member has one vote at any Members meeting, and is eligible to serve as a committee chair, as an Officer, or on the Board of Directors.
 - 2. Manager Member will be conferred on any individual holding a managerial or supervisory position at an agency that operates an animal care and control organization or an organization that enforces animal regulations. A Manager Member has one vote at any Members meeting, and is eligible to serve as a committee chair, as an Officer, or on the Board of Directors of Members.
- B. The following membership classes have no vote, nor are they eligible to serve as Directors or hold office. These members may serve on committees.
 - 1. Honorary Member may be conferred on any member by the Board of Directors in recognition of the individual's contributions to the Society.

2. Associate Member may be conferred on any individual interested in the field of animal welfare and control, including agency board members and/or government commissioners.
 3. Retired Member may be conferred on members who have officially retired from animal care and control management. To request this status, a member must be in good standing, have been a member of the Society for 15 or more years, and in the profession for 10 or more years.
 4. Industry Partner will be conferred upon all vendors to the trade.
- C. The Board of Directors may from time to time establish other membership classes that have no vote and that are ineligible to serve as Directors or Officers.

Section 3. Application

Application for membership must be made on the forms provided for that purpose, delivered to SAWA. Applicants meeting the requirements set forth in these bylaws and in Board Policies are entitled to all rights and privileges of their assigned membership class after they are so notified by SAWA.

Section 4. Dues

The Board of Directors will periodically review the dues structure and amounts. Any member whose dues are delinquent beyond the time period defined by Board policy will be automatically removed from membership. A delinquent member forfeits all rights and privileges of membership. No dues will be refunded.

Section 5. Resignation

A member may resign at any time by filing a written resignation with the Board of Directors. However, resignation does not relieve a member from any liability for dues accrued and unpaid as of the date of resignation.

ARTICLE III. MEMBER MEETINGS

Section 1. Annual Meeting.

An annual member meeting will be held at a time and place designated by the Board of Directors with notice provided in writing or electronically at least 30 days in advance.

Section 2. Special Meetings

Special meetings of members may be called by the Chair of the Board, or by a majority of the Board of Directors at any time, with notice of the time and place provided in writing or electronically at least 30 days in advance.

Section 3. Quorum

A quorum for the annual meeting or any special meeting is 25% of the voting members or 15 voting members, whichever is less, entitled to vote on the matter. The requirement for a quorum may be cumulatively met when a mail vote is held in lieu of the annual meeting.

Section 4. Voting

Unless otherwise provided by these bylaws, a simple majority of those voting at a meeting at which a quorum is present is required to adopt a matter. Member voting may also occur by mail, overnight delivery, or electronically. There shall be no proxy voting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Authority

The Society's governing body is the Board of Directors, which has authority and is responsible for the governance of the Society. The Board establishes policy and monitors implementation of policy by the Society's employed staff under the direction of the President & CEO.

Section 2. Composition

The Board of Directors has no fewer than 9 members or more than 12 members elected from and by the Regular membership. No two Directors may be affiliated with the same agency.

Section 3. Qualifications

Only Regular members in good standing are eligible for nomination to the Board of Directors.

Section 4. Election and Term of Office

- A. Election. Directors are nominated and elected according to the election policies and procedures established by the Board. Elections may be conducted by written ballot, electronically, or at the annual business meeting.
- B. Terms. Directors serve staggered terms of three years with approximately one-third of the Directors elected each year. No Director may serve more than two consecutive, three-year terms.

Section 5. Vacancies

A Director who loses eligibility for serving on the Board will have 6 months to re-establish eligibility for Board service. Failure to regain such eligibility after 6 months will constitute an automatic resignation from the Board. A vacancy for any reason may be filled for the unexpired portion of the term by a majority vote of remaining Directors according to Board policy. A Director so appointed may serve two full three-year terms in addition to the partial term of the appointment.

Section 6. Removal

Because Directors are elected by the members, a Director may be removed only by a vote of the membership. The same procedures used to elect Directors must be used to remove a Director.

Section 7. Compensation

Directors do not receive compensation for their services, but may be reimbursed for expenses according to established reimbursement policies.

Section 8. Meetings

- A. Regular Meetings. The Board of Directors shall meet at least twice annually at whatever time and place it selects. Notice of each meeting will be distributed at least 48 hours prior to a meeting. The presence of a majority of Directors constitutes a quorum; a majority of votes is required to carry a matter whenever a quorum is present unless otherwise provided by these Bylaws. Proxy voting is not permitted. Directors may conduct meetings through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting.
- B. Special Meetings. A majority of the Directors may call a special meeting upon written request to the Chair of the Board.
- C. Action Without Meeting. Any action to be taken at a Board meeting may be taken without a meeting if the following conditions are met.
 - 1. A written notice stating the action to be taken and the date and time by which Directors must respond is transmitted to each member of the board, and
 - 2. Each member of the board, by the time stated in the notice, either
 - a. Votes in writing for such action; or votes in writing against such action, abstains in writing from voting, or
 - b. Fails to respond or vote; and also fails to demand that action not be taken without a meeting.

ARTICLE V. OFFICERS

Section 1. Titles

The officers of the Society are Chair of the Board, Vice Chair of the Board, Secretary, and Treasurer. The President & CEO is an employed, ex officio officer without vote.

Section 2. Election and Term of Office

Officers, except for the President & CEO, are elected from within the Board of Directors as soon as possible following the annual election of Directors. Officers serve a one-year term or until their successors are elected. No Director shall serve more than two consecutive terms as Chair of the Board.

Section 3. Duties

Officers perform those duties that are customary to their positions and that are assigned to them by the Board, as described in established Board policy.

Section 4. Vacancies

If a vacancy occurs in the Chair of the Board position, the Vice Chair of the Board will automatically assume the office for the remainder of that term before fulfilling his or her own term. Vacancies in other officer positions for any reason shall be filled by Board appointment.

Section 5. Removal

The Board may remove an Officer at any time with or without cause by a two-thirds vote of the Board.

Section 6. Compensation

With the exception of the employed President & CEO, Officers do not receive compensation for their services but may be reimbursed for expenses according to established reimbursement policies.

ARTICLE VI. COMMITTEES

Section 1. Executive Committee

An Executive Committee, consisting of the Officers plus one additional Board member appointed by the Chair, may act on behalf of the Board when so authorized by the Board, or in emergency matters subject to subsequent review by the Board at its next meeting.

Section 2. Governance Committee

No less than 60 days prior to the annual membership meeting, the Chair of the Board will appoint a Governance Committee consisting of three SAWA members, two of whom are current Directors.

Section 3. Finance Committee

The Finance Committee is chaired by the Treasurer and is composed of SAWA members who are each appointed for a one-year term.

Section 4. Other Committees

The Board may create or disband such other committees as needed.

Section 5. Committee Procedures

The Chair of the Board is responsible for appointing all committee chairs, unless otherwise provided in these Bylaws. The Chair of the Board shall serve as chair of the Executive Committee and act as ex-officio member of all other committees. Unless otherwise provided in these Bylaws, committee chairs are responsible for appointing their committee members. The operating procedures of all committees will be approved by the Board and be subject to annual review.

ARTICLE VII. PRESIDENT & CEO

Section 1. Appointment

The Board may employ or otherwise retain a President & CEO. The President & CEO is accountable to and may be removed by action of the Board, subject to the terms and conditions of any contract of employment or retention between the Society and the President & CEO.

Section 2. Responsibilities

As the chief executive officer, the President & CEO manages and directs all activities of the Society, subject to the policies of the Board and through the office of the Chair of the Board. The President & CEO serves, without vote, as an employed ex-officio officer who participates in Board meetings and on all committees.

ARTICLE VIII. SPECIAL PROVISIONS

Section 1. Indemnification

To the extent permitted by law, the Society will indemnify and hold harmless the President & CEO, employees, officers, directors, and committee members against the claims of third parties for any acts performed in good faith and in furtherance of the Society's business.

Section 2. Fiscal year

The Society's fiscal year begins on January 1 of each year and ends on December 31 of the same year.

Section 3. Rules

A. Authority. The Board of Directors may establish policies and rules consistent with these Bylaws to guide the procedures and programs of the Society.

B. Procedures for Discussion and Decisions. The Board will follow *Robert's Rules of Order Newly Revised*, 10th ed., to resolve any question about rules for procedure and order.

ARTICLE IX. AMENDMENTS

Section 1. Proposal

The Board of Directors may propose amendments to the bylaws at any time to add, change, or delete a provision, unless such changes would result in a change of the voting rights of a class of membership. Members may propose amendments to the bylaws by a petition submitted by at least 10% of the Regular members.

Section 2. Approval

Bylaws amendment proposals that do not change the voting rights of members may be voted on at any meeting of the Board provided that the intention to vote on such amendments is included in the notice for the meeting and that at least two-thirds of the Directors present vote in support of the amendments.

Bylaws amendments that change the voting rights of members may be voted on (a) at a meeting where the intent to vote on such amendments has been included in the meeting notice and a quorum exists or (b) without a meeting, by mail or electronically, where a majority of the voting members participate. A majority of voting members is required to carry the amendments.