



WAG - We Adopt Greyhounds, Inc.
A NON-PROFIT GREYHOUND ADOPTION GROUP

Established September, 1992

BYLAWS

Amended: January 20, 1996

Amended: March 13, 1999

Amended: March 26, 2000

Amended: March 24, 2007

Amended: April 14, 2012

Amended: April 13, 2013

Amended: April 26, 2014

Article I. Name and Objectives

Section 1. The name of the association shall be We Adopt Greyhounds, Inc., abbreviated as "WAG".

Section 2. WAG is an organization of individuals dedicated to the following common goals:

- a. to save the lives of greyhounds when they are dismissed by the racing industry;
- b. to provide shelter and care for retired racers until suitable homes are found;
- c. to promote the appreciation of these exceptional greyhound dogs as pets, before, during and after placement.

Section 3. The organization shall not be conducted or operated for profit and no part of any profits or remainder or residue from revenue generated by the organization shall ensure to the benefit of any member. No member shall receive monetary compensation for service to the organization.

Article II. Membership

Section 1. Membership is open to individuals who subscribe to the purposes of this organization and are in compliance with the context of published policies which are in effect at the time the application is received.

Section 2. Application for membership shall be filed with the membership committee who shall respond to each applicant within 60 days from the date of a completed filing. An application received without proper payment of dues shall be rejected.

Section 3. Each members' renewal dues are payable on September 1st. The membership committee shall send each member, at least 15 days before such due date, a statement of dues for the ensuing year.

Section 4. Types of Membership

- a. **Voting member.** Any applicant shall be recognized by the organization as a voting member when the applicant has:
 - 1) reached 16 years of age;

- 2) applied on a form, as approved by the board. This form shall be readily available upon written request to the membership committee or corresponding secretary.
- b. **Honorary member.** The board may, by a two-thirds majority vote and as it deems appropriate, extend honorary lifetime memberships to individuals in recognition of meritorious service to the organization. A person so titled shall have none of the obligations of membership, but shall be entitled to all of the privileges of a member of the organization except the right to vote or hold office.

Section 5. Membership may be terminated:

- a. by resignation. Any member in good standing may resign from the organization upon written notice to the membership chairman. Such resignations shall be reported to the corresponding secretary who shall report same to the board for action.
- b. By lapsing. A member shall be considered as lapsed and automatically terminated if such member's dues remain unpaid after the renewal date; however, the board may grant an additional 60 days of grace to such delinquent members in meritorious cases. In no case may a member be entitled to vote whose dues are unpaid.

Section 6. The organization's newsletter, WAG Tales, shall be sent to each member.

Section 7. The membership list shall be used only by members of the organization and only for the purpose of carrying on the work of the organization. Other use or distribution of such list shall be prohibited until specifically approved by an affirmative vote of the membership present provided that notice of consideration has been given at least 30 days' prior.

Article III. Board of Directors

Section 1. The Board of Directors (or "board") shall be comprised of (i) 9 elected officers: President, Vice-President, Administrative Director, Operations Director, Recording Secretary, Corresponding Secretary, Treasurer, IT/Media Director and Voting Member; and (ii) the immediate past President. The elected board members shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the organization and shall serve in their respective capacities both with regard to the organization's membership meetings and board meetings. The immediate past President shall act in an advisory role that does not include voting privileges.

Section 2. No member of the board of directors shall receive compensation from WAG for duties performed as such or for any administrative services performed for the organization.

Section 3. General management of the organization's affairs shall be entrusted to the board of directors. It is the responsibility of the board to amplify, clarify, interpret and implement the orders of the organization and to propose amendments but the board shall be subject to the order of the organization and none of its acts shall conflict with action taken by the organization.

Section 4. The performance of the duties of the members of the board is the overall responsibility of the board and such duties may be delegated as required by an affirmative vote of two thirds of the

membership of the board.

Section 5. Removal. Members of the board of directors may, for misconduct, and/or for violation or dereliction of duty, be removed by a two-thirds majority vote of the board, provided that notice of consideration of such removal has been given at least 14 days prior to the meeting at which removal is to be decided.

a. A board member who has failed to attend two consecutive meetings shall be reviewed by the board for dereliction of duty.

Section 6. Vacancies.

- a. Vacancies occurring within the board shall be filled until the next regular election by an affirmative vote of a majority of the then members of the board, except that a vacancy in the office of President shall automatically be filled by the Vice President and the resulting vacancy in the office of Vice President shall be filled by vote of the board.
- b. When there is a vacancy in the offices of both President and Vice President, the office of President shall be filled in the following order: Administrative Director, Operations Director, immediate past President (if any), Recording Secretary, Corresponding Secretary, Treasurer, IT/Media Director, then Voting Director, and remaining vacancies shall be filled as stated in Section 6.a.

Section 7. Board of Directors Meetings.

- a. Unless otherwise ordered by the board, there shall be four regular meetings of the board each year. Written notice of regular and special board meetings shall be e- mailed or mailed to the board members by the corresponding secretary no less than 14 days prior and shall include date, time location and directions. The quorum for regular or special board meetings shall be the majority of the board members.
- b. Special meetings of the board may be called by any Board member and shall be promptly called by the Corresponding Secretary upon written petition of three board members. The petition shall state the purpose of the call and no other business shall be transacted at such special meetings
- c. Unless in executive session, meetings of the board of directors shall be open to silent observers as space permits.
- d. In an emergency, the President may poll board members on a specific issue, by phone, fax, e-mail or mail. No decision shall be reached until all members of the board have been contacted and a two- thirds majority vote is obtained in writing. The president shall promptly convey the result of the ballot to the corresponding secretary who shall promptly notify each member of the board of the decision in writing (via e-mail), which shall include each member's vote.

Article IV. Membership Meetings Nominations, Elections, Terms

Section 1. Regular membership meetings.

- a. Unless ordered otherwise by the organization, one regular membership meeting shall be held each year; it shall be known as the annual meeting. The annual meeting shall be open to all individuals who have an interest in the organization.
- b. The annual meeting shall be held for the purpose of electing officers, receiving reports of officers and committees and for any other business that may arise.
- c. The board shall fix the date, time and location of the annual

meeting and shall cause notice of same to be given to the membership in writing (via e-mail or standard mail) no less than 21 days prior.

d. A quorum shall be constituted by those members present.

Section 2. Nominations and elections

- a. Nominations, then elections shall be held office by office in the order stated elsewhere in these bylaws [Article 3, section 1] at the annual meeting in even numbered years.
- b. Vote shall be taken by secret written ballot when more than one candidate is nominated for an office. The nominated candidate receiving a majority of the votes cast for that office shall be declared elected. If no candidate receives a majority, the candidate receiving the fewest number of votes shall be eliminated and a recasting of votes shall be taken.
- c. The board of directors shall appoint a Nominating Committee at the time of the annual membership meeting held in odd numbered years. The committee of five shall include a single member of the board, two members and two alternate members chosen from the voting membership. It shall be the duty of this committee to nominate candidates for the offices to be filled at the next annual membership meeting and shall cause report of same be circulated to each member of the organization no less than 30 days prior to the election. Such nominations must be agreed to in writing by the nominee and shall be filed with the chairman of the committee.
- d. Candidates for office may also be nominated from the floor of the annual meeting.
- e. At the time of the election each candidate for office must be 18 years of age or more and be in attendance and seated as a voting member of the organization.
- f. A member may be nominated for more than one office but may serve only one.

Section 3. Terms of office.

The members of the board shall be elected at the annual meeting held in even numbered years to serve for a term of two years or until their successors are elected, except the immediate past president who may hold this office for single two year term only. The term shall begin at the close of the meeting at which the member was elected and each retiring member shall turn over to the successor in office, within 30 days all properties and records relating to that office.

Section 4. Special membership meetings. Special membership meetings may be called by the President, the majority vote of the board or upon written request of 33% of the voting members of the organization. The purpose of the special meeting shall be stated in the call and no other business shall be conducted. Except in cases of emergency, at least 21 days' notice shall be given. A quorum shall be constituted by those members present.

Article V. Committees

Section 1. Appointments. To advance the work of the organization, standing committees shall be appointed each year at the time of the annual meeting by the President. Such committees shall be approved by the members of the board and subject to the final authority of the board. Special committees may be appointed from time to time to perform a particular function as deemed necessary by an affirmative vote of the board or the membership.

Section 2. The president shall be ex officio a member of all committees except the Nominating Committee.

Section 3. Termination Any committee appointment established by the board may be terminated by affirmative vote of a majority of the board. Any committee appointment established by the membership may be terminated by an affirmative vote of the members. Terminations shall become effective upon written notification to the appointee. Successors to those whose services have been terminated may be appointed.

Section 4. Standing committees shall include, but not be limited to the following list. Committees listed parenthetically, if appointed, shall be subcommittees of the lettered standing committee.

- a. Canine Management will be responsible for: procurement, shelter, vet care, fostering & kennel arrangements, returns and all records concerning same.
- b. Adoptions (Adoption Representatives)
- c. Public Relations & Special Events (Public Awareness, Education, Publications, Advertising, Publicity, Gathering, Walkathon, Tag Sale, etc.)
- d. Membership
- e. Meetings
- f. Newsletter
- g. Budget & Finance (Audit, Contract, Grants, Corporate Funding)
- h. Nominating
- i. Governance (Bylaws Interpretation & Revisions, Policy Compilation)

Article VI. Dues and fees.

Unless otherwise stipulated, all dues and fees shall be determined by a two-thirds majority vote of the board.

Article VII. Amendments

Section 1. Amendments to the bylaws may be proposed by:

- a. by the board;
- b. by a special committee appointed for such purpose;
- c. by a written petition signed by one third of the voting membership to the President. The board shall, with its recommendations regarding the proposal, give proper notice of such petition to the membership.

Section 2. Amendments may be adopted at an annual meeting by a two-thirds majority vote of the membership present; however, no vote on amendments shall be taken unless the proposed amendments have been e-mailed or mailed to each voting member at least 21 days prior to that date.

Article VIII. Dissolution

After shelter and care has been provided to each greyhound that was a ward of the organization; and another greyhound adoption group has been identified and contacted to provide future care for any WAG greyhound in need of re-homing; and payment of all debts; the organization may be dissolved at any time at a special membership meeting called by the board for this purpose. A quorum at the dissolution meeting shall be constituted by those voting members present. In the event of dissolution of the organization, whether voluntary or involuntary or by operation of law and after payment of all debts the property and assets of the organization shall be given to a charitable organization (identified and approved by the board) that has

common purpose and structure.

Article IX. Parliamentary Authority

The rules contained in the most current edition of Robert's Rules of Order 1 Shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order the organization may adopt, or State or Federal laws.

Article X. Order of Business

Section 1. Unless ordered otherwise by the organization the order of business at regular membership meetings shall be:

- a. Roll call (seating of members and observers)
- b. Reading and approval of minutes of the last meeting
- c. Reports of the Officers (President, Vice President, Administrative Director, Operations Director, Recording Secretary, Corresponding Secretary, Treasurer, Past President)
- d. Reports of Standing Committees
- e. Reports of Special Committees
- f. Amendment to bylaws and other special orders
- g. Unfinished business
- h. New business
- i. Election of officers or Nominating Committee appointments
- j. Adjournment

Article XI. Discipline

Section 1. Statements of impropriety.

Any individual may lodge a statement of impropriety against a member within 30 days of an alleged infraction by letter to the corresponding secretary who shall convey same to the board in executive session at the ensuing regular board meeting provided it is accompanied by a \$25 filing fee. Under no circumstances shall the board take punitive action against a member based on the first such statement of impropriety regarding alleged infractions that took place prior to the date of such review.

Section 2. Charges

- a. Any individual may prefer charges against any member of WAG for alleged misconduct prejudicial to the best interests of WAG or greyhounds. Written charges with specifications must be filed with the corresponding secretary together with a deposit of \$100 which shall be forfeited if such charges are not sustained by the board following a hearing.
- b. The corresponding secretary shall promptly distribute a copy of such charges to each member of the board and the board in executive session shall determine whether it shall entertain jurisdiction in the matter by an affirmative vote of a two-thirds majority of the board.
- c. If the board entertains jurisdiction of the charges, it shall fix a date of an executive session hearing two to eight weeks thereafter. The corresponding secretary shall promptly send one copy of the charges to the accused by registered mail together with notice of the hearing and assurance that the defendant may present a defense and bring witnesses, if desired.
- d. Should the charges be sustained after hearing evidence and testimony present by complainant and defendant, the board, by a two-thirds majority vote of members present, will suspend the defendant from all privileges of the organization for a finite period of time. The decision of the board shall be filed with the recording

secretary and the corresponding secretary shall notify the complainant and defendant of the decision and duration of the suspension.

- e. Such a suspension excludes an individual from serving in any capacity and all participation in WAG functions except the ensuing regular membership meeting at which the individual shall have the right to protest the terms of the suspension; and while no evidence shall be heard, the membership may, by a majority of votes cast specify conditions and/or moderate the terms of the suspension to fix an earlier date for the ultimate reinstatement of the suspended party.

APPENDIX TO THE BYLAWS

The following items are policies adopted by the organization; however, they are not part of the bylaws of the organization.

- Adopted January 20, 1996 as a special rules of order: Service is understood to mean: useful labor that does not produce a tangible commodity. WAG will reimburse members for authorized, actual expenses in which service charges are inherent to production of an item; WAG will not pay a member for time or talent only.
- WAG will not knowingly pay an outside contractor when the same quality service and/or item is offered at equal or lower cost by a member; nor will WAG knowingly patronize a member when the same is available at a lower cost from a non- member.

As of March, 2012: Roberts Rules of Order, Newly Revised, 11th Edition (2011).