

The Association for
**Animal Welfare
Advancement**



THE ASSOCIATION FOR ANIMAL WELFARE ADVANCEMENT
BYLAWS

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ARTICLE I. NAME, PURPOSE, AND RESTRICTIONS

Section 1. Name

The name of the association is The Association for Animal Welfare Advancement (S), a Colorado nonprofit corporation (originally incorporated as the Society for Animal Welfare Professionals) that is tax-exempt under Section 501(c) (6) of the U. S. Internal Revenue Code.

Section 2. Purpose

The Association'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 Association is committed to achievement of our vision and long-term goals.

Section 3. Restrictions

All policies of The Association 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 net earnings of The Association 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 The Association, providing the conditions set forth in these bylaws and in Board policy are met. The Board of Directors may choose to revoke the membership for cause if act of moral turpitude reflect poorly on the Association reputation.

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. Animal Welfare Professional member may be conferred upon any individual, functioning as the chief executive, managerial or non-managerial position of an agency, in good standing, that operates an animal welfare or animal care and control operation or an organization that enforces animal regulations. Any individual interested in the field of animal welfare or animal care and control, to include association professionals, agency board members, or government commissioners. Lifelong animal welfare professionals who qualify for “retired” level membership.
- 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 Association. This membership level is permanent (even in cases when the individual gains full-time compensated employment in animal welfare).
 2. Retired Member may be conferred on animal welfare professional members, minimum age of 55, 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 Association for at least 10 years, and the combination of years in animal welfare and years as a member of The Association must be a minimum of 30. This membership level is only extended in cases where the member remains “retired” in the animal welfare world. If the individual gains full-time compensated employment in animal welfare (either directly or indirectly, i.e. shelter based, interested in the field of animal welfare, or vendor to the trade), to continue membership, the individual would need to apply and pay annual dues.
 3. Industry Partner will be conferred upon all vendors to the trade.
 4. Student will be conferred upon any individual who is preparing for a career in animal welfare and is currently enrolled full or part time at an accredited degree-granting college or university. The student shall not be employed full time by an animal welfare organization; and shall not be joining for the purpose to promote a business.
- 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 The Association. 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 The Association.

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 Association's governing body is the Board of Directors, which has authority and is responsible for the governance of The Association. The Board establishes policy and monitors implementation of policy by The Association'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. Ex officio Directors

The Board of Directors may, from time to time, elect one or more ex officio directors of this corporation who shall be advisory members of the Board of Directors of this corporation. Any such

election shall be for such term and based on such criteria as the Board of Directors from time to time deems appropriate. All ex officio directors shall be non-voting directors of this corporation.

Section 4. Qualifications

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

Section 5. 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 6. 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 7. 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 8. Compensation

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

Section 9. 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, votes in writing against such action, or 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 Association are Chair of the Board, Chair Elect 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 Chair Elect 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 members of The Association, two of whom are current Directors.

Section 3. Finance Committee

The Finance Committee is chaired by the Treasurer and is composed of members of The Association 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. CERTIFICATION COUNCIL

Section 1. Authority

The governing body for all of The Association's credentialing programs and activities is the Certification Council, which has authority and is responsible for the governance of those credentialing programs and activities. To ensure the impartiality of the operations of The Association's credentialing programs and activities and the fair and equitable representation of the interests of all parties significantly concerned with the credentialing programs, including the general public, the Council has full autonomy over all core credentialing decisions and all important aspects of The Association's credentialing programs and activities, including, without limitation: Definition of each credentialing program's purpose; periodic validation of standards and assessments; initial eligibility standards; recertification standards; the development, administration, and scoring of assessment instruments; marketing and promotion; preparatory resources; ethics and professionalism; discipline and appeals; approval of assigned Director of Certification personnel; and strategic oversight of operational processes.

Section 2. Composition

The Council has five members, of whom one is a public member and four are The Association certifiants. Two of the four Council members who are The certifiants of The Association, and the public member, are elected by current certifiants of The Association. The remaining two Council members who are certifiants of The Association are appointed by The Association's Board of Directors, but are to discharge their duties from the perspective of representing the interests of The Association's credentialing programs, rather than the interests of the Board or The Association's membership. No two Council members may be affiliated with the same agency or employer.

Section 3. Ex Officio Council Members

The Council may, from time to time, elect one or more ex officio Council members, who shall be advisory members of the Council. Any such election shall be for such term and based on such criteria as the Council from time to time deems appropriate. All ex officio Council members shall be non-voting members of the Council.

Section 4. Qualifications

Only current certificants of The Association in good standing are eligible for nomination to the four Council member positions reserved for The Association certificants. The public member is someone who does not satisfy The Association's credentialing programs' eligibility requirements and is not a member of a related profession or a profession that provides services that are complementary to The Association certificants' services, but instead represents the direct and indirect users of the services provided by The Association certificants. Membership in The Association is not a requirement for any Council member.

Section 5. Election and Term of Office

- A. Election. The three elected Council members are nominated and elected according to the election policies and procedures established by the Council. Elections may be conducted by written ballot, electronically, or at the annual business meeting of The Association. The two appointed Council members are appointed by The Association's Board of Directors according to the policies and procedures established by the Council; any appointed Council member positions that are not filled by The Association's Board of Directors within the timeframe specified by the policies and procedures established by the Council shall remain vacant until filled by The Association's Board of Directors, but the term of office of each vacant position shall continue to run while the position is vacant.
- B. Terms. Council members serve staggered terms of three years with approximately one-third of the Council members elected each year. No Council member may serve more than two consecutive, three-year terms.

Section 6. Vacancies

A Council member who loses eligibility for serving on the Council will have six months to re-establish eligibility for Council service. Failure to regain such eligibility after six months will constitute an automatic resignation from the Council. A vacancy for any reason may be filled for the unexpired portion of the term of that position by:

- A. A majority vote of remaining elected Council members, if the vacancy is for an elected Council member position; or
- B. Appointment by The Association's Board of Directors, if the vacancy is for an appointed Council member position.

Section 7. Removal

Council members who are elected by The Association certificants may be removed only by a vote of The Association certificants. The same procedures used to elect Council members must be used to remove elected Council members. Council members who are appointed by The Association's Board of Directors may be removed by The Association's Board of Directors by the same procedures used to appoint those Council members.

Section 8. Compensation

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

Section 9. Meetings

- A. Regular Meetings. The Council 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 Council members 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. Council members may conduct meetings through the use of any means of communication by which all Council members participating may simultaneously hear each other during the meeting.

- B. Special Meetings. A majority of the Council members may call a special meeting upon written request to the Chair of the Council.
- C. Action Without Meeting. Any action to be taken at a Council 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 Council members must respond is transmitted to each member of the Council, and
 - 2. Each member of the Council, by the time stated in the notice, either:
 - a. Votes in writing for such action, votes in writing against such action, or 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.

Section 10. Officers

- A. Titles. The officers of the Council are Chair of the Council and Chair Elect of the Council. The Director of Certification is a staff, ex officio, non-voting officer of the Council.
- B. Election and Term of Office. Officers, except for the Director of Certification, are elected from within the Council by a majority vote of all Council members as soon as possible following the annual election of Council members. Only the elected Council members who are certificants of The Association may be elected as Chair of the Council or Chair Elect of the Council. Officers serve a one-year term or until their successors are elected. No Council member shall serve more than two consecutive terms as Chair of the Council.
- C. Duties and Executive Authority. Officers perform those duties that are customary to their positions and that are assigned to them by the Council, as described in established Council policy. The Chair may act on behalf of the Council when so authorized by the Council or in emergency matters subject to subsequent review by the Council at its next meeting.
- D. Vacancies. If a vacancy occurs in the Chair of the Council position, the Chair Elect of the Council will automatically assume the office of Chair for the remainder of the Chair's officer term. If a vacancy occurs in the Chair Elect of the Council position, as soon as possible the Council will elect a new Chair Elect from within the Council, for the remainder of the Chair Elect's officer term.
- E. Removal. The Council may remove the Chair of the Council or Chair Elect of the Council at any time with or without cause by a two-thirds vote of the Council.
- F. Compensation. With the exception of the staff Director of Certification, Council officers do not receive compensation for their services but may be reimbursed for expenses according to established reimbursement policies.

Section 11. Committees

- A. Executive Committee. The Council does not have an executive committee. As described herein, the Chair of the Council performs the functions of an executive committee.
- B. Exam Committee. The purpose of the Exam Committee is to develop valid and reliable assessments for The So Association ciety's credentialing programs. The Chair of the Council appoints the Chair and at least two additional members of the Exam Committee, all of whom are current certificants of The Association in good standing and serve for a one-year term.
- C. Ethics and Professionalism Committee. The purpose of the Ethics and Professionalism Committee is to establish and enforce standards of ethics and professionalism in relation to The Association's credentialing programs that address unethical breaches of the certification process and complaints that may concern conduct that is harmful to the public or inappropriate to the discipline. The Chair of the Council appoints the Chair and at least two additional members of the Ethics and Professionalism Committee, all of whom are current certificants of The Association in good standing and serve for a one-year term.
- D. Appeals Committee. The purpose of the Appeals Committee is to provide a due process review of adverse decisions that affect The Association credentialing program applicants, candidates, and certificants. The Chair of the Council appoints the Chair and at least two additional members of the Appeals Committee, all of whom are current certificants of The Association in good standing and serve for a one-year term.
- E. Preparatory Resources Committee. The purpose of the Preparatory Resources Committee is to identify, develop, and provide resources that effectively prepare applicants for The Association credentialing program assessments. The Chair of the Council appoints the Chair and at least two additional members of the Preparatory Resources Committee, all of whom are current certificants of The Association in good standing and serve for a one-year term.
- F. Other Committees. The Council may create or disband such other committees as needed.
- G. Committee Procedures. The Chair of the Council is responsible for appointing all chairs and members of committees of the Council, unless otherwise provided in these Bylaws. The Chair of the Council shall serve as an ex-officio member of all committees of the Council. The operating procedures of all committees of the Council will be approved by the Council and be subject to annual review.

ARTICLE VIII. 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 Association and the president & CEO.

Section 2. Responsibilities

As the chief executive officer, the president & CEO manages and directs all activities of The Association, 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 IX. SPECIAL PROVISIONS

Section 1. Indemnification

To the extent permitted by law, The Association 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 Association's business.

Section 2. Fiscal year

The Association'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 Association.
- 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 X. 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.