



## SOCIETY OF ANIMAL WELFARE ADMINISTRATORS BYLAWS

*Board Approved December 17, 2009*

*Board Amended June 13, 2012 and June 12, 2013*

### 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 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. 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 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. CERTIFICATION COUNCIL**

**Section 1. Authority**

The governing body for all of the Society’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 Society’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 Society’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 Society certificants. Two of the four Council members who are Society certificants, and the public member, are elected by current Society certificants. The remaining two Council members who are Society certificants are appointed by the Society’s Board of Directors, but are to discharge their duties from the perspective of representing the interests of the Society’s credentialing programs, rather than the interests of the Board or the Society’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 Society certificants in good standing are eligible for nomination to the four Council member positions reserved for Society certificants. The public member is someone who does not satisfy the Society’s credentialing programs’ eligibility requirements and is not a member of a related profession or a profession that provides services that are complementary to Society certificants’ services, but instead represents the direct and indirect users of the services provided by Society certificants. Society membership 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 Society. The two appointed Council members are appointed by the Society'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 Society's Board of Directors within the timeframe specified by the policies and procedures established by the Council shall remain vacant until filled by the Society'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 Society's Board of Directors, if the vacancy is for an appointed Council member position.

**Section 7. Removal**

Council members who are elected by Society certificants may be removed only by a vote of Society certificants. The same procedures used to elect Council members must be used to remove elected Council members. Council members who are appointed by the Society's Board of Directors may be removed by the Society'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 Vice Chair 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 Society certificants may be elected as Chair of the Council or Vice Chair 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 Vice Chair 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 Vice Chair of the Council position, as soon as possible the Council will elect a new Vice Chair from within the Council, for the remainder of the Vice Chair's officer term.
- E. Removal. The Council may remove the Chair of the Council or Vice Chair 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 Society'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 Society certificants 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 Society'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 Society certificants 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 Society 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 Society certificants 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 Society 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 Society certificants 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 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 IX. 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 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.