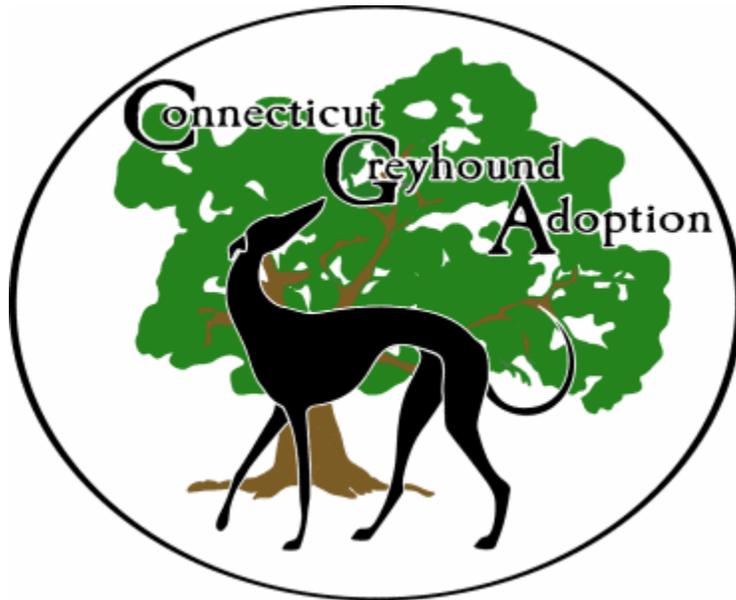


Adopted December 2007

Updated June 2009

## ***CONNECTICUT GREYHOUND ADOPTION/GPA***

### ***BYLAWS***



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## Article I – Name

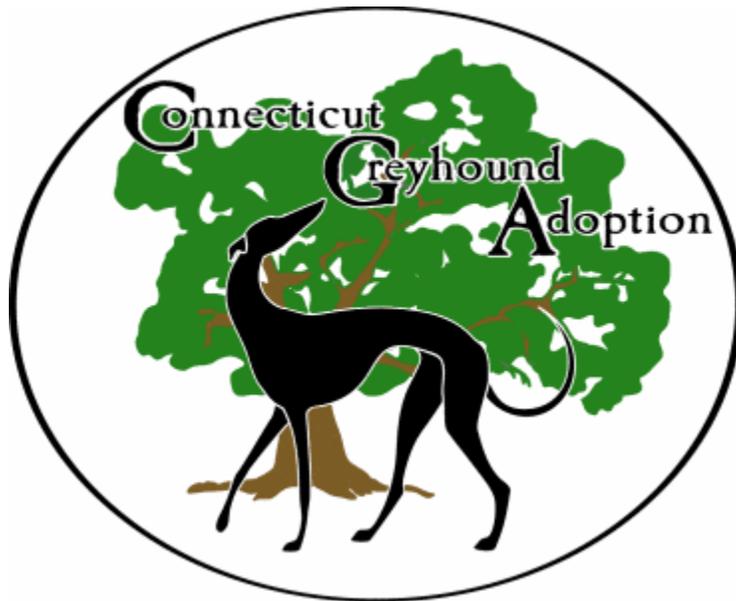
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### Section 1. Name

The name of this organization shall be Connecticut Greyhound Adoption/GPA, hereinafter referred to as CGA.

### Section 2. Logo

The official CGA logo is:



## Article II – Objective

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### Section 1. Objective and Purpose

Connecticut Greyhound Adoption/GPA is a non-profit, volunteer organization whose mission is to find permanent, loving homes for retired racing greyhounds. To fulfill this mission, our goals are threefold: to inform and educate the public about the joys of greyhound adoption; to identify suitable, caring homes for retired racers; and, to provide pre- and post-adoption support to facilitate the transition from track to home. CGA endeavors to work cooperatively with the greyhound racing industry to help as many greyhounds as possible, including special needs dogs.

Connecticut Greyhound Adoption/GPA is a 501(c)(3) non-profit, all-volunteer organization based in Connecticut. Our goal is to help find forever homes for as many retired racing Greyhounds as possible. Our group is strongly committed to outreach and believe that we can best help the hounds by educating and informing the public about the joys of sharing one's home with a retired racing greyhound.

In order to ensure that all of our resources are directed toward the objective stated above, CGA takes a neutral position towards the greyhound racing industry.

## Article III – Organization

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### Section 1. Organizational Groups

The following shows the official breakdown within CGA, with membership being the most important group:

#### *Board of Directors- Elected Officers*

- Executive Board Member #1** President
- Executive Board Member #2** Vice President
- Executive Board Member #3** Secretary
- Executive Board Member #4** Treasurer
- Board Member #5** Adoption Coordinator
- Board Member #6** Foster Coordinator
- Board Member #7** Events Coordinator

#### *Advisory Board of Directors*

#### *Compliance Officer*

#### *Members*

## **Article IV – Members**

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### **Section 1. Eligibility for Membership**

Persons who volunteer and are in sympathy with the object and purpose of the CGA shall be eligible for membership.

### **Section 2. Members**

Members shall have the right to vote at all meetings of the members, to hold office, and to receive notices or reports issued by CGA. Members must be at least eighteen (18) years of age and be accepted as a member. Voting rights are not assignable.

### **Section 3. Admission to Membership**

Prospective members must volunteer at a minimum of 4 CGA sponsored events (i.e. Meet and Greets, Walkathons, Adoption Fairs, etc.) per year. Or, members must log in at least 10 hours assisting the President, Adoption/Foster Coordinator with home visits, foster duties, public relations or any other CGA function deemed necessary by the Board of Directors.

Members/Volunteers must familiarize themselves with the current bylaws by accessing them from CGA's website

Members must continue their volunteerism on an annual basis in order to maintain a current membership. The Executive Board may revoke membership for actions deemed inappropriate for members representing CGA.

#### **A. Admission as Members**

The Persons serving as Directors shall be the initial members, unless they shall have resigned as such members or unless membership shall otherwise have been terminated.

The President/VP, Event/Adoption and Foster Coordinators will submit a list of volunteers on a quarterly basis to the Secretary who will maintain a database of current volunteers and number of hours accrued within a current year.

The Executive Board of Directors will review the volunteer list at all Board Meetings. They may also apply qualifying terms and conditions for membership in the Corporation, to the extent that the membership may be probationary or otherwise less than a full membership.

### **Section 4. Amendments to Admission of Membership**

The eligibility and qualifications for membership, and the manner of and admission into membership may be amended from time to time by resolutions duly adopted by the Board of Directors and approved by a simple majority of the voting members.

All such amendments relating to membership shall be affixed to the bylaws and shall be deemed to be a part thereof. Such amendments may prescribe, with respect to members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for the reinstatement of membership, and except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

### **Section 5. Resignation/Termination of Membership**

If member does not volunteer the required number of times or the minimum number of hours within a calendar year, the membership will not be renewed and constitutes resignation.

## **B. Termination of Membership**

The right or interest of a member shall not terminate except upon the happening of any of the following events: death, expulsion, dissolution or liquidation of CGA or did not meet the minimum volunteer requirements listed under the "Admission as Members" section. Membership may be subject to expulsion, suspension or other sanction by the Executive Board of Directors in the event of failure by a member to comply with any of the bylaws, rules, regulations or other decisions of the Executive Board of Directors.

Members may be removed for cause by the Executive Board of Directors, such cause including, but not limited to, non-payment of corporate dues, if any.

## **Section 7. Voting Rights of Membership**

A member in good standing shall be entitled to one vote at the General Membership Meeting, or any other meeting requiring a vote from membership. There shall be no voting by proxy. The vote is not transferable to any other person.

Except to the extent provided by law, all other actions shall be by a majority of the votes cast, provided that the requirements of a quorum have been met. The quorum shall be ten percent (10%) of the total of the members entitled to vote on the Record Date.

## **Article V – Board of Directors**

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### **Section 1. Responsibilities**

The Board of Directors shall:

- (i) be responsible for the management and administration of CGA in all respects and for all purposes
- (ii) have the power to conduct the business of the organization except that which is retained by the membership as provided by these bylaws and
- (iii) be responsible for adoption of the annual budget.

Individual responsibilities for the Board of Directors is as follows:

### **Section 2. Composition and Qualifications**

CGA will be lead and managed by a Board of Directors, which consists of the following groups:

#### **A. Executive Committee Officers**

There are four (4) members that make up the Officers. Officers are nominated by the CGA membership from the CGA membership. Officers must remain CGA members in good standing. The following lists the elected Officer positions within the CGA Executive Board and the responsibilities of those positions:

##### **a. President**

The President shall be the chief executive and administrative Officer of CGA and shall have the general powers and duties of supervision and management and shall perform all such other duties as usually pertain to the office or are properly required by the Board of Directors. The President shall preside at all meetings of the Board of Directors and member meetings. The President is also responsible for growing and **retaining membership (volunteers)**, and for community relations activities including CGA communications systems such as the website and related venues used for advertising available dogs and upcoming events.

##### **b. Vice President**

The Vice President shall, in the absence or at the request of the President, perform the duties and exercise the powers of the President. The Vice President shall also have such powers and perform such duties as usually pertain to the office or as are properly required by the Board of Directors and will serve as the National liaison to GPA.

c. Secretary

The Secretary shall issue notices of all meetings of Directors and general membership where law or these bylaws require notices of such meetings. The Secretary shall attend all meetings of the Board of Directors and general membership and keep the minutes thereof. The Secretary shall affix the corporate seal to and sign such instruments as require the seal or Secretary's signature and shall perform such other duties as usually pertain to the office or are required by the Board of Directors. The Secretary shall receive and maintain the charges issued by the Elected Officers.

d. Treasurer

The Treasurer shall have the care and custody of all the moneys and securities of CGA. The Treasurer shall maintain the books to be kept for the purpose of full and accurate accounts of all moneys received and paid on account of CGA. **The Treasurer shall make and sign such reports, statements and instruments as may be required of him or her by the Board of Directors or by the laws of the United States or the state of Connecticut,** and shall perform such other duties as usually pertain to the office or as are properly required of the Treasurer by the Board of Directors.

## B. Coordinators

There are three (3) members that make up the Coordinators. Coordinators are nominated by the CGA members from the CGA membership. Coordinators must remain CGA members in good standing. The Coordinators may sit as Committee Chairmen and oversee the subcommittee with the approval of the Board of Directors. All Committee members must abide by all charges issued by the elected Officers. The following are the Coordinator positions within the CGA Board of Directors and the responsibilities of those positions:

a. Adoption Coordinator

The Adoption Coordinator Chairman oversees all duties regarding greyhound adoption, including finding responsible and loving homes for retired racing greyhounds. The Adoption Coordinator is responsible for procuring (at times in conjunction with the foster coordinator) and the placement of greyhounds. The Adoption Coordinator works in concert with the Foster Coordinator in managing returned dogs. The Adoption Coordinator is responsible for organizing any adoption-related subcommittees and is responsible for their duties.

b. Foster Coordinator

The Foster Committee Chairman oversees all dogs in CGA care. The Foster Coordinator is responsible for procuring, training and assisting CGA foster homes. The Foster Coordinator is responsible for providing profiles and photos of all dogs in foster care for advertisement (website, PetFinder, etc). The Foster Coordinator works with the Adoption Coordinator in procuring and placing new dogs in foster homes, as well as in managing returned dogs.

c. Events Coordinator

The Events Coordinator oversees all CGA event activities, including meet and greets and special events. The Events Coordinator is responsible for organizing any events related sub-committees, and is responsible for their duties.

## C. Advisory Board of Directors

There are a variable number of members that make up the Advisory Board of Directors. The Board of Directors will appoint the Advisory Board of Directors for the purpose of advising, guiding and directing the CGA organization.

The Advisory Board may hold unique qualifications in the community, may be members of other organizations, or have other key knowledge, information, or contacts within the community. The Advisory Board of Directors serves at the pleasure of the Board of Directors. The Advisory Board of Directors does not need to be members of CGA. All Advisory Board of Directors shall be at least 18 years of age.

#### **D. Compliance Officer**

The compliance officer position will be filled by a volunteer appointed by the President and will serve a 3 year term. In the event of resignation or other terms such as death and the individual is not able to complete the term; the President shall appoint a replacement to complete the remaining term. The Compliance Officer shall be invited to all Board meetings, but shall only have a vote as a member at the General Membership Meeting. The Compliance Officer shall follow the terms of the Greyhound Pets of America of Code of Ethics bylaws.

### **Section 3. Election and Term of Office**

The elected positions within the Board of Directors are as follows:

- President
- Vice President
- Secretary
- Treasurer
- Adoption Coordinator
- Foster Coordinator
- Events Coordinator

The membership will nominate the Board of Directors from the existing CGA membership. Nominations must be submitted by mail or e-mail to the Secretary. All nominations must be received thirty (30) days prior to the General Membership Meeting. **(Note – President and Treasurer Board positions must not be relatives or reside in the same household).** Prospective candidates (nominees) may submit a written statement summarizing their qualifications that will be provided to the membership.

The membership will vote for the nominees at the General Membership Meeting. In the event an individual is nominated for more than one office, that individual must choose the office for which he or she wishes to seek election.

The membership will nominate and elect each Officer or Coordinator listed above for a one-year term of office.

The vote will be by secret, written ballot, with a majority of the votes cast needed for election. The term for each newly elected Officer will start following the General Membership Meeting. Current Board Members and newly elected Officers shall meet within fourteen (14) days following the General Membership Meeting to help promote a smooth transition. All materials, property, procedures, and information shall be transferred at this time.

In the event of a tie vote in any election, the active Executive Board of Directors will cast a blind (i.e. secret) vote to determine the outcome of the election.

### **Section 4. Removal or Resignation from Office**

#### **A. Removal of a Board Member**

The removal of an elected or appointed official may be initiated, for good cause, by the Executive Board of Directors OR by a majority of the members. "Good Cause" shall include, but not necessarily be limited to: failure to adhere to the bylaws; malfeasance; misfeasance; or nonfeasance in office. The recall process may arise and proceed in one of the following ways:

##### **1. Initiation of Removal by the Executive Board of Directors**

Upon motion and majority vote of the Executive Board of Directors, the elected or appointed official may be suspended immediately. In the case of an appointed official, their office is then terminated. In the case of an elected official, the following must occur:

a. Executive Board of Directors Motion to Recall

A majority vote of the Executive Board of Directors places a motion to recall on the agenda of a subsequent membership meeting or special meeting to consider removal of the elected official. The charges must be specifically stated in the motion.

b. Notice of Motion to Recall and Meeting to Consider Same

The official who is the subject of the recall must be informed as soon as possible of the motion and must subsequently be offered the opportunity to speak in his/her defense at the subsequent meeting.

c. Vote on Recall Motion

At a duly convened membership meeting or special meeting, the members may, by a majority vote of all members present (excluding the accused official): exonerate the official; censure the official; or, remove the official from office.

**2. Initiation of Removal by the Membership**

a. Member Initiation by Request For Removal

Any members may initiate a recall by requesting that the Executive Board of Directors act as outlined in Section 4.A.1, above. If the Executive Board of Directors receives a written request to initiate a recall, they must take formal action on the request not later than the next regularly scheduled Board Meeting. Formal action must include a vote wherein the majority of the Executive Board decides to: reject the request; accept the request and make a motion to recall as outlined in outlined in Section 4.A.1, above; or, table the request.

b. Member Initiation by Recall Petition

For any valid reason, including dissatisfaction with the Executive Board of Directors' action pursuant to Section 4.A.2.a, a member or group of members may initiate a recall of an elected or appointed official by means of a valid and acceptable petition for recall. Such a petition, calling for the recall of a particular elected or appointed official must contain the names, signatures and addresses of at least a majority of the members in good standing at the time the petition is submitted. One of the signers of the petition must notify the Executive Board of Directors of the existence of the petition.

The Secretary must provide a list of members entitled to vote to any member within fifteen (15) days of a written request from a member. However, upon receipt of the petition, shall use the, then current list to determine the sufficiency of the recall petition for further action. If a petition is found insufficient for reason of changes in membership the petitioner shall be furnished with a revised membership list and afforded the opportunity to obtain additional, valid signatures.

**3. Egregious violation of CGA Code of Ethics or Mission Statement**

The Executive Board of Directors retains the right to suspend and remove any elected official without a Recall Petition if the actions of that elected official grossly violate the ethics or mission of CGA. A unanimous vote of the Executive Board is required. Examples of this violation are, but are not limited to:

- a. The stealing of moneys from the Organization
- b. The physical abuse of any greyhound in CGA's care
- c. Falsifying official CGA records
- d. The actions of the elected official placing a greyhound or CGA member in grave danger

**B. Notice of Recall Motion and Ballot / Meeting**

Whether by action of the Executive Board of Directors, or as a result of the submission of a valid recall petition, The Secretary shall, without delay, advance the recall process. Said committee must contact the named official to

solicit a formal response. It must then announce an election to determine whether or not the named official will be removed from office. This announcement shall include: the recall election rules; deadline for requesting and submitting absentee ballots; date of the meeting; as applicable, the specific wording of either the Executive Board's recall motion and resolution or the membership petition for recall; and, the response, if any, of the official who is the subject of the recall.

A written notification shall be mailed to the members at least thirty (30) days prior to the recall election and shall contain the proposition to be considered in the form: "Shall (official's name) be recalled from the position of (official's position)." The named official has the right to be present, or to be represented by a member in good standing, at the counting of the ballots. A majority of the valid ballots cast shall carry the question.

### **C. Resignation of A Board Member**

Any Director or Officer may resign at any time by delivering written notice to the Executive Board. A two week notice and transitional training plan/document is requested. The resignation shall be effective upon receipt thereof by the Executive Board or at a subsequent time as shall be specified in the notice. Unless required by the terms of the notice, acceptance shall not be necessary to make the resignation effective.

If a Board Member resigns prior to the end of their one year term, the Executive Board may call a special election as described in Article VI Section 3 below.

If the President or all Executive Board of Directors resign, the resigning President must appoint an Interim-President from the membership or remaining Officers to serve. The Interim-President and the remaining Officers will call a special election within three (3) months to fill the open positions as described in Article VI Section 3 below.

All resigned Officers will remain a member in good standing, unless membership has been terminated or lapses (see Article IV Section 5 above).

### **D. Departure from Office**

Any removed, resigned or retired officials shall turn over all files, office equipment and materials pertaining to their offices to either their successor(s), or to the President, Vice President, Secretary or Treasurer immediately. Failure to turn over the files, equipment and other materials of office may be considered an act inimical to the Corporation.

### **E. Vacancies**

A special election shall be called to fill vacancies among Officers of more than three (3) months.

If more than one (1) of the Executive Board of Directors positions is vacant, or if the Presidency is vacant, a special election must be called within three (3) months of the position(s) being open.

## **Section 5. Compensation**

No Officer, Director, Chairperson, Committee Member or member of the Corporation shall receive, directly or indirectly, salary, compensation or emolument from the Corporation as and for his or her role as an Officer, Director, Chairperson, Committee member or member. Nothing herein contained shall be construed to preclude any Officer, Director, Chairperson or Committee Member from serving in any other capacity and receiving compensation thereof.

Reasonable reimbursement of expenses may be paid to any Officer, Director, Chairperson, Committee Member or member after complying with all CGA regulations, including, but not limited to obtaining permission from the Board of Directors to perform such services and incur such expenses.

## **Section 6. Indemnification of Officers**

The Corporation shall indemnify its Directors, Officers and Employees, if any, to the fullest extent allowed by law, provided, however, that it shall be within the discretion of the Executive Board of Directors whether to advance any funds in advance of disposition of any action, suit or proceeding, and provided further that nothing in this section shall be deemed to obviate the necessity of the Executive Board of Directors to make any determination that indemnification of the Director, Officer or employee is proper under the circumstances because he has met the applicable standard of conduct set forth in New York Business Corporation Law.

## **Article VI – Meetings**

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### **Section 1. Board Meetings**

The Board of Directors shall meet quarterly January through December. A quorum of five (5) Board members, including the President (or Vice President if the President is unavailable) is required to hold a regular meeting. Meetings will start on time if a quorum is met. If a quorum is not met after 15 minutes the meeting will be cancelled and the agenda will be transferred to the next meeting. Attendance for Board members is mandatory. Only sufficient reason for absence will be acceptable or tolerated. Any absence must be communicated to the President, Vice President, or Secretary before the meeting as soon as possible.

### **Section 2. General Membership Meetings**

The General Membership Meetings will be held for the purpose of election of Board of Directors, receiving reports of the Board of Directors and committees, and for any other business, which shall properly come before the meeting. A minimum of one (1) General Membership Meeting shall be held for the purpose of the elections; other General Membership Meetings shall be called at the discretion of the Board of Directors.

Notice of General Membership Meetings shall be sent to members at least thirty (30) days prior to the date of the meeting. A quorum of five (5) of the Board members, including the President (or Vice President if the President is unavailable) is required to hold the General Membership Meeting if voting of the Officers is to take place. If elections will not be occurring, four (4) Board members must be in attendance. Attendance for Board members is expected. Only sufficient reason for absence will be acceptable and any absence must be communicated to the President, Vice President, or Secretary before the meeting as soon as possible.

Meetings of the members shall be presided over by the following Officers, in order of seniority - President, Vice President or, if none of the foregoing is in office or present at the meeting, by a Board Member to be chosen by a majority of the members in attendance. The Secretary shall act as the secretary of every meeting. If the Secretary is not available, the Board of Directors may appoint a secretary of the meeting.

The order of business at all meetings of members shall be as follows:

- Roll call
- Reading of the minutes of the preceding meeting
- Standing Committees' reports
- Officer's reports
- Old business
- New business

At every meeting of members, there shall be presented a list or record of members as of the record date, certified by the Secretary, and upon request therefore, any member shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

### **Section 3. Special Meetings**

The Board of Directors may call special meetings of the membership, for instance to vote on a special election, provided that notice of such meetings shall be at least 15 days prior to the date of the meeting. A quorum of five (5) of the Board members, including the President or Interim-President (or Vice President if the President is unavailable) is required to hold a special meeting. Notice shall include the specific business to be conducted at the meeting and the list of nominees if applicable. All rules governing the General Membership Meeting or any other membership meeting apply.

### **Section 4. Meeting/General Conduct**

All members and Officers must obey the rules set forth here:

- Respect for all members must be upheld at all times
- Debates must not resort to slanderous attacks or defamation of character of any member, past or present
- All members and Officers will be allowed the opportunity to speak without impedance from another member or Officer in Board Meetings or general discussions.

The President (or Vice-President in the absence of the President) reserves the right to ask any member or Officer not abiding by these rules to leave a meeting or to cease email or verbal communication after warning of the breach of these rules.

## **Article VII – Committees**

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### **Section 1. Special Committees**

The Executive Board of Directors may appoint Special Committees. Charges to Special Committees shall be in writing. The President and/or Vice-President will serve on all committees as de facto members.

## **Article VIII – Parliamentary Authority**

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### **Section 1. Robert's Rules**

Robert's Rules of Order, Newly Revised, latest edition, shall govern CGA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

## **Article IX – Miscellaneous**

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### **Section 1. Bylaws Amendments**

These bylaws shall be subject to alteration or repeal, and new bylaws may be made by a two-thirds (2/3) vote of members present at any General Membership Meeting or special meeting, provided that a quorum of the Board of Directors is present and provided that written notice of the proposed amendment shall have been given to the membership.

### **Section 2. Effective Date of Amendments**

Amendments to these bylaws shall take effect at the adjournment of the meeting at which they are adopted unless otherwise provided.

### **Section 3. Dissolution**

The Corporation may be dissolved upon a vote of two-thirds (2/3) of the Board of Directors and the members. Upon the dissolution of CGA, after paying or adequately providing for the debts and obligations, the remaining assets shall be distributed to non-profit funds, foundations, or corporations which are organized and operated exclusively for the charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

### **Section 4. CGA Records**

CGA shall keep complete and correct records and books of account, and shall keep minutes of the proceedings of the members, the Board of Directors, or any Standing Committee appointed by the Executive Board of Directors, as well as a list or record containing the names and address of all members.