

BYLAWS SOUTHERN ARIZONA GOLDEN RETRIEVER RESCUE

ARTICLE 1. NAME, FORM OF ORGANIZATION AND PURPOSES

1.1 Name. The name of this Arizona corporation is Southern Arizona Golden Retriever Rescue (hereinafter referred to as SAGRR).

1.2 Nonprofit and Tax-Exempt Status. SAGRR is organized as a nonprofit corporation under the Arizona Nonprofit Corporation Law and as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended.

1.3 Members. SAGRR shall have members.

1.4 Purposes. The objectives and purposes of this Corporation shall be to engage in any lawful activity, within or outside of the State of Arizona and, more specifically:

- (a) to maintain a rescue program for abandoned, mistreated, or unwanted Golden Retrievers;
- (b) to provide veterinary care, food, and temporary shelter for such animals; and
- (c) to locate persons and families to provide permanent homes for these abandoned dogs.

In order to accomplish these ends, SAGRR shall be permitted to do any or all of the following:

- (a) Educate the public about the rescue of Golden Retrievers and responsible dog ownership;
- (b) Conduct fund-raising events and undertake such financial programs necessary to fund the purposes herein set forth;
- (c) Cooperate with other organizations, through grants and other appropriate means, that are working to promote the welfare of animals;
- (d) Receive, maintain and accept as assets of SAGRR, any property, whether real or personal, or mixed, by way of gift, bequest, devise or purchase from any person, firm, trust or corporation, to be held, administered, leased, mortgaged, and disposed of exclusively for exempt purposes set forth in Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these bylaws;
- (e) Administer trusts for the purposes herein set forth;
- (f) Borrow money and execute notes and mortgages therefore for the purposes of SAGRR;
- (g) Impose dues or other fees on its members; and
- (h) Exclusively promote and carry on any other purposes and activities for which corporations may be organized and operated under Section 501(c)(3) of the Internal Revenue Code, as amended, and under the Arizona Nonprofit Corporation Law.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and shall be liberally construed.

ARTICLE 2. BOARD OF DIRECTORS

2.1 Powers. Subject to the provisions of the Arizona Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of SAGRR shall be managed, and all corporate powers shall be exercised, by or under the direction of the

Board of Directors. The Board of Directors shall have the exclusive authority to adopt and amend policies, procedures, rules, and regulations governing the affairs of SAGRR (the "Rules"), including but not limited to rescue and adoption policies and the conduct of Members.

2.2. Number. The number of elected corporate directors shall not be less than five (5). The Board of Directors has the sole authority to increase or decrease the number of Director positions within the above limit. If the number of Directors is reduced, all Directors whose terms have not yet expired and who are in good standing shall be allowed to serve the balance of their terms. All Directors must be Members in good standing of SAGRR. If a Director shall fail to meet the qualifications of good standing at any time during his or her term, he or she will thereupon cease to be a Director and his or her place on the Board shall be deemed vacant.

2.3 Duties. For each Director position, the Board shall establish the duties, responsibilities, and qualifications associated with such position, which may be amended from time to time by resolution of the Board.

2.4 Term. All Board members shall serve two-year terms on a staggered basis. In order to achieve staggered terms, for the election following the adoption of these Bylaws, and for any election for a newly created Director position, the Board may designate certain Director positions to serve one-year terms. Thereafter, the term of office for each Director shall be two years.

2.5 Election of Directors. Except as provided in Section 2.6 below relating to vacancies, elections to fill Director positions shall occur by a ballot vote of the Members prior to each annual meeting of the Members. In each election of directors, the Nominating Committee shall present a slate of nominees for each open Director position. For each open Director position, the candidate receiving the greatest number of votes shall be deemed elected. Cumulative voting will not be permitted in the election of directors. The Board may establish such other rules and regulations as it deems appropriate with respect to the nomination and election of directors.

2.6 Vacancies. Any vacancy occurring in the Board, and any newly created directorship, may be filled by a majority vote of the Directors then in office, including any Director whose resignation from the Board becomes effective at a future time. A Director elected to fill a vacancy shall hold office until the election of Directors. If at any time SAGRR has no Directors in office, any Member may call a special meeting of the Members for the purpose of filling vacancies in the Board.

2.7 Resignation of Directors. A Director may resign by delivering written notice to the Board of Directors, President or Secretary of SAGRR. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

2.8 Removal of Directors. A Director may be removed with cause by the vote of two-thirds (2/3) of the Directors then in office.

2.9 Compensation. Unless otherwise expressly provided by resolution adopted by the Board, no Director shall receive any compensation for his or her services as a Director; however, the Board may authorize SAGRR to reimburse a Director for any out-of-pocket expenses actually incurred by the Director in the conduct of the affairs of SAGRR.

2.10 Director Conflict of Interest Transactions. A conflict of interest transaction is a transaction with SAGRR in which a Director of SAGRR has a direct or indirect interest. For purposes of this section, a Director has an indirect interest in a transaction if:

- (a) another entity in which a Director has a material interest or in which the Director is a general partner is a party to the transaction; or

- (b) another entity of which the Director is a director, Officer or trustee is party to the transaction.

A conflict of interest transaction is not voidable on the basis for imposing liability on the Director if the transaction was fair at the time it was entered into or is approved in advance as hereinafter provided. A transaction in which a Director has a conflict of interest may be approved in advance by the vote of the Board of Directors if:

- (a) the material facts of the transaction and the Director's interest are disclosed or known to the Board; and
- (b) the Directors approving the transaction in good faith reasonably believe that the transaction is fair to SAGRR. For the purposes of this section, a conflict of interest transaction is approved if it receives the affirmative vote of a majority of the Directors on the Board, who have no direct or indirect interest in the transaction, but a transaction may not be approved under this section by a single Director. If a majority of the Directors on the Board who have neither a direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as hereinabove provided.

2.11 Meetings.

- (a) Regular Meetings. Regular meetings shall be at such date, time and place and frequency as may be determined by the Board.
- (b) Special Meetings. Special meetings of the Board may be called by the President, and shall be called if so requested by at least two Directors. The person or persons calling a special meeting shall fix the time and place of the meeting.
- (c) Annual Meeting. The annual meeting of the Board of Directors, for the purpose of reviewing the Rules and transacting other business, shall be held at such date, time and place as may be determined by the Board.
- (d) Executive Sessions. The Board may meet in executive session legal matters or matters of a sensitive personal nature.
- (e) Meeting Via Communications Equipment. The Board of Directors may permit any or all Directors to participate in a regular, annual, or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

2.12 Notice.

- (a) Notice of regular Board meetings may, but need not, be given for regular meetings held as and when stipulated in a published Board meeting schedule.
- (b) Notice of a special Board meeting shall be given to each Director at least five (5) days prior to such meeting delivered personally or sent by postal or electronic mail to the address of each Director as disclosed on the records of SAGRR. The business to be transacted at a special meeting shall be specified in the notice of such meeting. These notice requirements shall not prevent the Board from acting on matters requiring immediate action, provided that a quorum is present.

2.13 Quorum. At least a majority of the Directors in office at the time shall be necessary to constitute a quorum for the transaction of business.

2.14 Action of the Board. The acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board.

2.15 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board, except the removal of a Director from office, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by all Directors.

ARTICLE 3. MEMBERSHIP

3.1 Eligibility. Membership is open to all persons interested in the Golden Retriever breed.

3.2 Classes of Membership. The Board of Directors of SAGRR is hereby authorized to establish and define such classes of membership that promote the goals of the organization, including the voting rights for each membership class.

3.3 Initiation Fees and Dues. The Board of Directors of SAGRR is hereby authorized to establish initiation fees and dues to be paid by members of the organization. The Board shall have the authority to determine the amount of dues relating to each class of membership. Dues payments are nonrefundable.

3.4 Transferability. Membership in SAGRR is not transferable to any other person or entity.

3.5 Meetings.

(a) SAGRR shall hold an annual meeting of the membership at such location and on such date and time as determined by the Board of Directors.

(b) Special Meetings. Special meetings of the Members may be called by the President or by a majority of the Board of Directors or by members having one-fourth (1/4) or more of the votes entitled to be cast at such a meeting.

3.6 Notices. Notice of all meetings of the members stating the time, place and purpose(s) for which the meeting is called shall be given by the President or Secretary to each voting member not less than ten (10) days prior to the date of the meeting. Such notice must be in writing and given to each voting member by U.S. mail, e-mail and/or announced on the website's calendar of events.

3.7 Voting.

(a) All issues to be voted on by the Members shall be decided by a simple majority of the votes cast with respect to such issue.

(b) Quorum. A quorum of members for any meeting shall consist of the persons or proxies entitled to cast ten percent (10%) of the votes then entitled to be cast by the membership. If any meeting of the members cannot be organized because a quorum has not attended, the members present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

3.8 Termination.

(a) A membership shall be considered as lapsed and automatically terminated if such member's dues remain unpaid with the time period established by the Board of Directors.

(b) The Board of Directors may, by majority vote, suspend or terminate a membership for violation of the Rules established pursuant to Article 2 Section 2.1 of these Bylaws. Any member so suspended or terminated shall receive written documentation of the reasons for the action.

ARTICLE 4. OFFICERS

- 4.1 Officers. The Officers of SAGRR, all of whom shall be Directors, shall consist of a President, Vice President, Secretary and Treasurer, and such other Officer positions as the Board may from time to time create by resolution.
- 4.2 Election of Officers. Except as provided in Section 4.5 below relating to vacancies, elections to fill Officer positions, who by virtue of such position shall necessarily be Directors, shall occur pursuant to the election of Directors set forth in Section 2.5 above.
- 4.3 Term. The term of office shall be one year.
- 4.4 Resignation. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 4.5 Vacancies. A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer replaced.
- 4.6 Duties. The duties of the Officers are as follows:
- (a) President. The President shall be the principal corporate Officer of SAGRR; shall preside at all meetings of the Board and of the Members; shall see that orders and resolutions of the Board are carried out; shall be authorized to execute and deliver any contract or other instrument in the name of SAGRR and on its behalf; and shall perform such other duties as the Board may from time to time prescribe.
 - (b) Vice President. The Vice President shall have such powers and perform such duties as the President or the Board may from time to time prescribe. At the request of the President, or in case of his or her absence or inability to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.
 - (c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of SAGRR together with their addresses; and perform such other duties as required by the Board.
 - (d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of SAGRR and shall disburse such funds as directed by resolution of the Board; shall keep proper books to be reviewed by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting and delivered to the Members.
- 4.7 Additional Powers and Duties. Each Officer, in addition to such powers and duties as are specifically designated in these Bylaws, shall have such other and additional powers and duties as may be assigned by the Board from time to time as an incident to her/his office. In carrying out the duties of their respective offices, the Officers of the Board shall at all times be accountable to the Board and subject to its direction.

ARTICLE 5. COMMITTEES

5.1 Executive Committee. There is hereby established an executive committee comprised of the President, Vice President, Secretary, and Treasurer of SAGRR. The Executive Committee, between meetings of the Board, shall exercise such powers and authority of the Board as shall be necessary and convenient, provided that the Executive Committee shall not have the authority to:

- (a) make removals from office;
- (b) fill vacancies on the Board;
- (c) accept transfers of real property or transfers of restricted or conditional gifts of other property to SAGRR;
- (d) amend or repeal Bylaws or adopt new Bylaws;
- (e) amend or repeal any resolutions of the Board which by its terms shall not be so amendable or repealable; or
- (f) otherwise act in a manner inconsistent with statute, the Articles of Incorporation of SAGRR, or these Bylaws.

5.2 Nominating Committee. The Nominating Committee shall consist of a chair and such other members as may be appointed by the President and confirmed by a majority of the board. The President of the SAGRR and any person who is or intends to be a candidate for any Board vacancy, may not serve on the Nominating Committee. The Committee shall be responsible for nominating persons to fill vacancies on the Board.

5.3 Other Committees. The Board of Directors may establish such other permanent or temporary committees it deems necessary or desirable to carry out the purposes of SAGRR. The Board of Directors shall determine the role and responsibilities of any committee so established, and may, as appropriate, determine the duration of the existence of a temporary committee.

ARTICLE 6. INDEMNIFICATION

Indemnification. Every Director, Officer or Advisor of SAGRR shall be indemnified by SAGRR against all expenses, liabilities and penalties, including counsel fees reasonably incurred by or imposed in connection with any proceeding to which he or she may be made a party or in which he or she may become involved by reason of any acts or omissions alleged to have been committed by him or her while acting within the scope of his or her responsibilities as a Director, Officer or Advisor of SAGRR, including any settlement thereof, provided that the Board of Directors determines that such person acted in good faith and did not act, fail to act or refuse to act willfully with gross negligence, or with fraudulent or criminal intent in regard to the matter involved in the action or proceeding. The right of indemnification provided in these Bylaws shall not be exclusive of any rights to which any Director or Officer might otherwise be entitled by law.

ARTICLE 7. FINANCIAL TRANSACTIONS

7.1 Contracts. Except as otherwise provided by these Bylaws, the Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of SAGRR, and such authority may be general or confined to specific instances. No Officer, Director, Committee Chair, or Member shall have the authority to bind SAGRR to any obligation unless specifically authorized by these Bylaws or by resolution of the Board.

7.2 Checks, Drafts, etc. All checks, drafts or other orders for the payment of monies, and all notes, bonds or other evidence of indebtedness issued in the name of SAGRR shall be signed by such Officer or Officers, agent or agents, employee or employees of SAGRR and in such manner as shall from time to time be determined by resolution of the Board of Directors.

7.3 Deposits. All funds of SAGRR shall be deposited from time to time to the credit of SAGRR in such depositories as the Board of Directors may select.

ARTICLE 8. OPERATIONS

- 8.1 Fiscal Year. The fiscal year of SAGRR shall be from January 1 to December 31.
- 8.2 Books and Records. SAGRR shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of the Board and its Committees. All books, records and minutes may be inspected at any reasonable time by any Director, member of the Board of Advisors, or Officer.
- 8.3 Non-Profit Status. No part of the income of SAGRR shall be distributed to, or otherwise inure to the benefit of, any Director, Officer or Advisor of SAGRR.
- 8.4 Rules and Regulations. The Board of Directors shall have the power to make and adopt such rules and regulations not inconsistent with law, the Articles of Incorporation or these Bylaws, as it may deem desirable for the management of the business and affairs of SAGRR.
- 8.5 Rules of Order. All meetings of the Board of Directors and its Committees shall be governed by such rules as the Board of Directors may adopt.

ARTICLE 9. DISSOLUTION

Dissolution. Upon the dissolution of SAGRR, SAGRR shall pay or make provision for the payment of all the liabilities of SAGRR. The Board shall then dispose of all of its assets exclusively for the purposes of SAGRR, preferably to other affiliate projects in the State of Arizona, and/or to such other charitable organizations organized for purposes similar to those of SAGRR, and shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws) as the Board of Directors shall determine.

ARTICLE 10. AMENDMENTS

Amendments. The Articles of Incorporation and these Bylaws may be amended by the affirmative vote of two-thirds of the Directors then holding office at any regular or special meeting of the Board of Directors at which a quorum is present, provided that at least ten (10) days written notice is given of intention to amend the Bylaws (or Articles of Incorporation) at such meeting, and provided that any amendment which would change the primary purpose of SAGRR must be approved by two-thirds (2/3) of the membership votes cast or a majority of the membership voting power, whichever is less.

Adopted by Membership _____
Date

Acting President