

**BEND AREA AGILITY DOGS, INC.
CONSTITUTION AND BYLAWS (Revised February, 2002)**

ARTICLE I: Name

The name of the organization shall be the "Bend Area Agility Dogs, Inc." an Oregon Corporation; hereinafter called the Club.

ARTICLE II: Objectives

The objectives of the Club shall be:

- A. Support the sport of dog agility.
- B. Educate the members and the public about the sport of dog agility.
- C. Conduct training classes and informal and formal events associated with dog agility.
- D. Protect and advance the interests of dog agility by encouraging sportsmanlike competition and responsible dog ownership.

ARTICLE III; Not For Profit Status

The Club shall not be conducted or operated for profit and no part of any profits or remainder of residues from dues, fees, or donations shall insure to the benefit of any member or individual.

ARTICLE IV: Membership

Section A: Types

There shall be three types of memberships:

- 1. **INDIVIDUAL MEMBERSHIP** shall be open to all persons at least eighteen (18) years of age who subscribe to the purposes of the Club.
- 2. **HOUSEHOLD MEMBERSHIPS** shall be open to all households who subscribe to the purposes of the Club. Household memberships shall be limited to two voting members per household. Voting members must be at least eighteen (18) years of age.
- 3. **LIMITED MEMBERSHIPS** are non-voting and non-participating in any privileges of the Club membership other than those designated by the specified membership. A Limited Membership shall be designated as a subscriber, a competitor, or a student. These categories may be expended by a vote of the membership as needed. Dues will be determined at the same time and manner as other memberships in the Club.

Section B: Responsibilities and Privileges

Members in good standing may enjoy the privileges of the Club. To maintain good standing a member must have no outstanding debts to the Club and must attend a minimum of one general meeting and work a minimum of one Club sponsored event during the year.

Members are entitled to participate in all events sponsored or co-sponsored by the Club, to attend all meetings held by the Club, and to receive the Club newsletter if one is published.

Individual and Household Members shall receive a discount on tuition fees and entry fees at classes or events sponsored by the Club. The amount of the discount and the events eligible for discounts shall be determined by the Board.

Members shall have preference for those classes and events for which admission is limited when application is received in a timely manner.

Members are entitled to vote at all meetings of the Club. Each member is entitled to one vote; household memberships are limited to a maximum of two votes per household. The voting privilege must be exercised by

the individual; no proxies are permitted. Members whose dues are unpaid at the date of any meeting shall not be permitted to vote at that meeting.

Members acting as a sponsor for prospective members should assist the prospective member with becoming acquainted with other members, the rules, customs and practices of the Club.

Members have the right to use club equipment and training time after the member has demonstrated knowledge of basic course etiquette, control over the dog being worked and that the dog can safely negotiate a basic agility course. A committee of three members appointed by the President will determine each dog's appropriateness in use of Club equipment and training time.

Members' dogs must be current on all standard vaccinations prior to use of Club equipment or training time.

Section C: Election to Membership

Each applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by the constitution, bylaws, standing rules and other duly established rules of the Club. The application shall state the name and address of the applicant and shall bear the endorsement of a member sponsor. The applicant shall submit dues for the current year with the application.

Section D: Dues

Membership dues for the upcoming year shall be determined by the membership at the October general meeting. The Treasurer shall prepare or have prepared an mail statements of dues to each member not later than November 15 of each year. Dues are payable by December 31 of each year and are overdue on the first day of each year and are a debt to the Club.

Dues for an Individual Membership are \$50.00. The equipment fee for an Individual Membership is \$75.00. Should an Individual Member wish to work more than one dog on Club equipment, there is an additional \$10.00 equipment fee per dog per year.

Dues for a Household Membership are \$75.00 with a \$75.00 equipment fee. There is an additional \$10.00 equipment fee per dog for Household Memberships with more than two dogs being worked per year on Club equipment.

Dues for a Limited Membership are \$25.00 and include a subscription to the Club newsletter if one is published.

Section E: Termination

Membership may be terminated by:

1. Resignation. Except when in debt to the Club, any Member may resign by giving written notice to the Secretary.
2. Lapsing. A Membership shall be lapsed and automatically terminated if a Member's due remain unpaid on April 1 of each year. The Board may grant an extension until July 1 on an individual basis and for sufficient cause.
3. Expulsion. A Membership may be terminated by expulsion as provided in Article IX of this Constitution.

Section F: Discrimination

Membership shall not be discriminated against on the basis of race, color, nationality, sex, religion, nor on the basis of the breed, or mixed breeding of any Member's or proposed member's dog(s).

ARTICLE V: Meetings

Section A: All meetings of the Club shall be held in the Deschutes County area at places and times determined by the Board of Directors or by the Bylaws.

Section B: Annual Club Meeting. The February meeting shall be considered the Annual Meeting.

Section C: General Club Meetings. General Club Meetings shall be held at the direction of the Board of Directors with at least one meeting every other month.

Section D: Special Club Meetings. Special Club meetings may be called by the President, by a majority vote of the Board of Directors present and voting at any regular or special meeting of the Board, or by the Secretary upon receipt of a petition signed by thirty percent of the members in good standing. Such meetings shall be held in the Deschutes County Area at a time and place designed by the authority calling the meeting.

Section E: Notice. The Vice President shall give, or cause to be given, notice of Club meetings at least seven days before the scheduled meeting date.

Section F: Order of Business. Insofar as the character and nature of Club meetings shall permit, the order of business shall be:

1. Roll Call
2. Minutes of the last meeting.
3. Report of the Secretary
4. Report of the Treasurer
5. Reports of the Committees
6. Election of Officers and Directions (Annual Meeting only)
7. Notice of new members
8. Unfinished business
9. New business
10. Adjournment

Section G: Board of Directors Meetings. Meetings of the Board of Directors shall be held in the Deschutes County area before the Annual Club Meeting and at such other times as may be set by the Board.

Section H: Special Meetings of the Board of Directors. Special meetings of the Board of Directors shall be called by the President or by the Secretary upon the receipt of a written request signed by at least three members of the Board. Such Special Meetings shall be held at the time and place designated by the authority calling the meeting. Board members shall be informed of the purpose of the meeting. No business except that for which the meeting was called shall be discussed at the meeting.

Section I: Notice. The Vice President shall give, or cause to be given, notice of Board meetings at least seven days before the scheduled meeting date.

Section J: Order of Business. Unless otherwise directed by a majority vote of those present, the Order of Business at Board meetings shall be:

1. Minutes of the last meeting.
2. Report of the President
3. Report of the Secretary
4. Report of the Treasurer
5. Unfinished Business
6. New Business
7. Adjournment

ARTICLE VI: Directors and Officers

Section A: Board of Directors

The Club shall be governed by a Board of Directors elected bi-annually by the membership. The Board shall establish policies and administer all affairs and activities of the Club. The Board may authorize any officer or agent to enter into any contract or execute and deliver any agent in the name of and on behalf of the membership. Such authority may be general or specific.

1. **Composition.** The Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer, Training Director, and one Member at Large. All Directors shall be members in good standing and legal residents of the United States.
2. **Transaction of Business.** The President of the Club shall act as Chairman of the Board of Directors and shall preside at all meetings of the Board. In the absence of the President, the Vice President shall preside. In the absence of both the President and the Vice President, the members shall elect a chairperson to preside at that meeting only.

The Vice President of the Club, the Secretary of the Club and the Treasurer of the Club shall act as the Vice President, Secretary and Treasurer of the Board respectively and shall perform all duties described in Section B below.

A simple majority of the Board shall constitute a quorum for the transaction of business except as otherwise specified by the Constitution and ByLaws.

3. **Vacancies.** Vacancies occurring on the Board shall be filled by majority vote of the remaining members of the Board at the first meeting following the creation of the vacancy. The Board may declare a vacancy if an Officer or Member at Large fails to attend three consecutive meetings of the Board of Directors.

Section B: Officers

The Officers of the Club shall be the President, Vice-President, Secretary and Treasurer. Officers shall be elected bi-annually by the membership.

1. **President.** The President shall preside at all meetings of the Club and shall have the duties and powers normally appurtenant to the office of President in addition to those specified in this Constitution and Bylaws. The President shall perform other duties as assigned by the Board of Directors.
2. **Vice-President.** The Vice-President shall have the duties and exercise the powers of the President in the event of the President's absence, death or incapacity. The Vice-President shall perform other such duties as may be assigned by the President. The Vice President will inform all Club members of upcoming meetings.
3. **Secretary.** The Secretary shall:
 - a. Keep the Minutes and records of transactions of all Club meetings and of all matters of which a record may be ordered by the Club.
 - b. Announce the addition of new members at the first meeting following the acceptance of the new member's application by the Club.
 - c. Notify Officers and Directors of the election.
 - d. Have charge of all correspondence not involving Club funds.
 - e. Perform other duties assigned by the Constitution and Bylaws and by the President.
4. **Treasurer.** The Treasurer shall:
 - a. Collect and receive all moneys due or belonging to the Club, and deposit such moneys in a bank satisfactory to the Club in the name of the Club.
 - b. Keep records of the receipt and disbursement of moneys. Such records are to be always open to inspection by the Board.
 - c. Report at every meeting of the Board and Club meeting the condition of the Club's finances and every item of receipt and payment not before reported.

- d. Report at the Annual Meeting all moneys received and paid out during the previous fiscal year.
- e. Perform other duties assigned by the Constitution and Bylaws and by the President.

Section C: Other Members of the Board of Directors

1. **Training Coordinator.** The Training Coordinator shall:
 - a. Server as coordinator of all classes offered by the Club, to Club Members and to the public, including:
 - i. Arranging classes
 - ii Assigning instructors
 - iii Performing other duties necessary for the safe and efficient operation of classes and working sessions
 - b. Seek the advice of the membership about the training needs of the Club.
 - c. Make training recommendations through the Board of Directors before presenting to the membership.
2. **Ombudsperson.** One of the Officers or Directors shall be designated as Ombudsperson. The Ombudsperson shall have the duty of hearing and seeking resolution to problems brought to them privately or in Club meetings by Members.
3. **Member(s) at Large.** The Member(s) at Large shall:
 - a. Serve as liaison between the general membership and the Board of Directors.
 - b. Perform other duties assigned by the Constitution and Bylaws and by the President.

ARTICLE VII: Club Year and Elections

Section A: Club Year

The Club's fiscal year shall begin on January 1 and end on December 31 of that year.

The Club's official year shall begin immediately after the end of the election at the Annual Meeting and shall continue through the election at the next Annual Meeting.

Section B: Elections

Election of Officers and Directors shall be held at the Annual Club meeting in compliance with the following rules:

1. Nominations. At the November meeting the Board shall select a Nominating Committee of three members and two alternates. No more than one of the members or alternates shall be members of the Board. Thye Board shall designate one member of the Committee as Chairperson. The Secretary shall immediately notify the Members of the committee of their selection. The Chairman shall cause the Committee to meet before January to:
 - a. Select at least one nominee for each office.
 - b. Obtain the consent of each nominee to their nomination.
 - c. Report the nominations to the Board.
 - d. The Secretary shall report the nominations to the membership in January.
 - e. Nominations of persons not nominated by the Committee may be made at the November Club meeting by any member in good standing in attendance subject to either:
 1. A verbal statement at the meeting of willingness to serve, or
 2. Submission at the meeting of a written statement of willingness to serve.

- f. No person may be nominated except by the means specified in the Article.
 - g. No person may be a candidate for more than one position.
2. Balloting. Balloting shall be by secret, written ballot or e-mail ballot. The ballots will be collected and counted by the Secretary. The count will be verified by the President and Vice-President.
 3. Election. The nomination candidate receiving the most votes for each office shall be elected.

ARTICLE VIII; Committees

Section A.

The Board may establish Standing Committees as needed to advance the work of the Club. These Committees are always subject to the authority and direction of the Board.

Section B.

The Board may establish special Committees to aid with specific projects. Special Committees shall be disestablished upon completion of the project for which they were appointed.

Section C.

Standing and special Committees may be disestablished by a majority vote of the full Board.

Section D.

Committee Chairperson shall be appointed by the President subject to the approval of the Board.

Section E.

Committee chairperson may accept or decline the services of any Member as a member of the Committee, with the approval of the Board.

Section F.

Committee Chairpersons may be terminated by a majority vote of the Board. The terminated person shall be notified of the termination in writing.

Section G.

The Board shall establish a permanent Financial Committee. The Financial Committee shall:

1. Consist of three members, including the current Treasurer, one Board Member and one General Member, selected by the President each year and confirmed by the Board of Directors. A Committee Chairperson, other than the Treasurer shall be selected and confirmed by the Board of Directors.
2. Meet at least twice per year. In June to review the financial condition of the Club and report to the Board. In December at the end of the financial year to review the financial condition of the Club and report to the Board and prepare a budget for the succeeding year. The budget shall be submitted to the succeeding Board for approval.
3. Perform a financial review consisting of inspecting the records of receipt and disbursement of Club moneys, evaluating income and expenses in comparison to the budget and other services as directed by the Board.

ARTICLE IX: Discipline

Section A: Suspension

Any member suspended by any nationally recognized dog club shall be automatically suspended by the Club for a like period.

Section B: Charges

Any member may charge any other member with conduct prejudicial to the best interest of the Club or the Sport of Agility. Written charges and specifications must be filed with the Secretary along with a deposit of \$25.00. The deposit shall be forfeit if the charges are not substantiated.

The Secretary shall send a copy of the charges to each member of the Board or present them at a Board meeting. The Board shall determine by a simple majority if the charges constitute conduct prejudicial to the best interest of the Club. If the Board determines the charges do not constitute such action, the charges will be dismissed without prejudice. If the Board judges the charges are prejudicial, a hearing shall be scheduled for no less than three and no more than six weeks after the determination.

The Secretary shall notify the accused member of the charges and the date of the hearing by registered mail.

Section C: Board Hearing

The witness and the complainant have the right to appear personally at the Board hearing and to bring witnesses. The Board has the right to determine if counsel may attend the hearing and if witnesses will be heard. The accused and the complainant will be treated alike.

The Board, after hearing evidence, shall determine if the charges are substantiated by a simple majority vote.

If the charges are sustained, the Board shall take one of the following actions, by majority vote:

1. Admonish the accused
2. Suspend the accused from the Club membership for a maximum of six months, or
3. Recommend to the membership that the accused be expelled. The accused shall be suspended pending the hearing on the recommendation to expel.

The Secretary shall notify the accused and complainant of the Board's decision and any penalty in writing.

Section D: Expulsion

Expulsion shall be by one of two means:

1. Recommendation for expulsion from the Board shall be heard by the membership at a regular or special meeting between 30 and 60 days after the Board makes the recommendation. The defendant has the right to appear before the meeting and to speak on their own behalf. The membership shall vote on the expulsion by secret, written ballot; a two-thirds vote of the members present and voting being necessary for expulsion.
2. Any member convicted of violating Oregon Code Section 167.315-370 or of any violation of animal cruelty, neglect, or abuse laws in any other state or jurisdictions shall be expelled automatically.

ARTICLE X: Amendments and Changes

Section A.

Amendments and changes to the Constitution and Bylaws may be proposed by the Board or by written petition addressed to the Secretary signed by thirty percent of the membership. The proposed amendment with the recommendations of the Board shall be submitted to the membership for vote within three months following the receipt of the petition.

Section B.

The Constitution and Bylaws may be amended by mail ballot, e-mail ballot, or at any special or regular meeting of the Club, with an affirmative vote of two-thirds of the members attending, provided that the two-thirds majority includes at least a simple majority of the membership.

Section C.

The membership shall be advised of the vote in writing or by e-mail at least one week before the regular or special meeting at which the vote will take place.

ARTICLE XII: Liability of Qualified Directors

The Corporation adopts the provisions of ORS 65.369 providing for no civil liability of qualified directors for the performance or nonperformance of the director's duties other than gross or intention negligence as the statute now exists or is later amended.

ARTICLE XII: Indemnification

The Corporation adopts the provisions of ORS 65.387 to 65.414 providing for indemnification of directors, officers, employees and agents.

ARTICLE XIII: Dissolution

The Club may be dissolved at any time with the written consent of at least two-thirds of the membership. In the event of dissolution for any reason other than reorganization, all property and assets remaining after the settlement of debts shall be given to a charity benefitting dogs. The charity shall be selected by the Board. No member or individual shall receive any portion of the property and assets of the Club. This does not apply to property donated to the Club by a specific member. That property may be returned to the individual, at the individual's written request.

ARTICLE XIV: Matters Not Otherwise Covered

Anything not covered by the Constitution, By laws or Standing Rules shall be governed by Roberts Rules of Order, Revised.