

# **RAINIER AGILITY TEAM**

# **CONSTITUTION AND BYLAWS**

Amended June 2019



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# **RAINIER AGILITY TEAM CONSTITUTION**

## **ARTICLE I: Club Name**

The name of this club shall be RAINIER AGILITY TEAM, hereinafter for the purposes of this document referred to as “RAT” or “The Club”.

## **ARTICLE II: Objectives**

The objectives of the Club shall be:

- A. Promote the sport of dog agility
- B. Educate members and the public about the sport of dog agility
- C. Protect and advance the interests of dog agility by encouraging sportsmanlike competition, dog welfare, and responsible dog ownership.

## **ARTICLE III: Nonprofit Status**

The Club shall not be conducted or operated for profit and no part of any profits or remainder of residue from dues or donations to the Club shall inure to the direct benefit of any member or individual. The Club is registered with the IRS as a 501c7 non-profit.

## **ARTICLE IV: Bylaws**

The members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

# **RAINER AGILITY TEAM BY-LAWS**

## **ARTICLE I: Membership**

### **ELIGIBILITY AND CLASSES**

Anyone who subscribes to the objectives of the Club shall be eligible for membership. There shall be the following classes of membership:

1. INDIVIDUAL MEMBERSHIP shall be open to all persons eighteen years of age or older.
2. FAMILY MEMBERSHIP shall consist of members of a single family or a single household.

These classes may be expanded by a vote of the Members in Good Standing as needed.

### **APPLICATION FOR MEMBERSHIP**

Each applicant for membership shall apply on a form approved by the Board of Directors which shall provide that the applicant agrees to abide by the Club's Constitution and Bylaws. The application shall state the name and address of the applicant and shall carry the endorsement of a member-sponsor. Members acting as a sponsor for prospective members should assist the prospective member with becoming acquainted with other members and the rules, customs, and practices of the Club. The prospective member shall submit the application and dues payment for the current year to the Membership Committee.

### **ELECTION TO MEMBERSHIP**

Once the Membership Committee has received the membership application, it shall provide the applicant's name and some general information about the applicant to all Club members. The applicant will automatically become a member 30 days after publication of such information unless the Membership Committee receives written objections within such 30-day period. Any written objections will be passed to the Board, which will consider the objection and inform the applicant if his/her application is rejected. New members will automatically be entitled to all of the privileges of membership except the right to vote. Once the new member attends a meeting or volunteers at a RAT event, they will receive one year of *gifted* Member in Good Standing (MIGS), during which time they can fulfill the MIGS requirements. The applicant will not be entitled to vote until he/she have satisfied the requirements to be a MIGS.

Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection.

### **DUES**

Membership dues for the ensuing year and the timing of the annual renewal period will be determined by the Board and announced to the Membership prior to the end of the year.

## **EXPECTATIONS OF MEMBERS**

Members are expected to become involved with the Club by attending meetings and volunteering to help at Club events.

## **ANNUAL MEMBER IN GOOD STANDING REQUIREMENTS**

To obtain or retain Member in Good Standing (MIGS) status, members must pay the current years dues, have no outstanding debts to the Club, attend at least one Club meeting and work at a minimum of two different Club events within the past twelve months. There may be special circumstances that prevent some members from attending one meeting during a 12-month period. In this special case, members may petition the Board in writing for a temporary waiver of the meeting requirement.

## **PRIVILEGES**

All members are entitled to participate in all events sponsored or co-sponsored by the Club and to attend Club meetings. In addition, all members are entitled to receive the Club newsletter, to attend Club-sponsored practices and other events, subject to the guidelines adopted by the members, to attend Northwest Agility League, and to have access to documents and information not available to the general public.

Members in Good Standing (MIGS) are entitled to the following additional privileges:

1. Discounts on entry fees at RAT trials, seminars, classes or other events sponsored by the Club. The amount of the discount and the events eligible for discounts shall be determined by the Board.
2. Priority admission to those Club-sponsored seminars and events for which admission is limited (if permitted by the governing organization).
3. Right to vote. Each MIGS is entitled to one vote on each topic or ballot item, except those members less than eighteen years of age. Family Member MIGS are limited to a maximum of two votes per family.
4. Certain additional benefits as identified from time to time by the Board of Directors.

## **TERMINATION OF MEMBERSHIP**

Membership may be terminated by:

1. Resignation. Any member may resign from the Club upon written notice to the Secretary.
2. Lapse. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after the annual renewal period. However, in meritorious cases a member may petition the Board to be granted an additional grace period. In no case will a person whose dues are unpaid be entitled to vote.

3. Expulsion. A membership may be terminated by expulsion as provided in Article VI of the Bylaws.

## **ARTICLE II: Meeting and Voting**

**ANNUAL MEETING.** There shall be an annual meeting of the members during the month of January upon such date, time, and place as the Board shall determine. During the annual meeting, the Directors, including the Officers, are installed.

**REGULAR CLUB MEETINGS.** Meetings of the Club shall be held in the Greater Puget Sound area at a time and place determined by the Board of Directors and should be published to the membership at least 3 months prior to each meeting. Meetings will be held in a variety of locations, dates, and times for fairness in accessibility by members. There will be a minimum of six club meetings per year, including the annual meeting.

**SPECIAL CLUB MEETINGS.** Special Club meetings may be called by the (1) President; (2) a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; or, (3) the Secretary upon receipt of a petition signed by ten percent (10%) of the members of the Club who are in good standing. Such special meetings shall be held in the Greater Puget Sound area after at least ten (10) days prior notice to the members and at such an hour and place as may be designated by the person or persons authorized herein to call such meetings.

**BOARD MEETINGS.** Meetings of the Board of Directors shall be held prior to the Club Meeting. Others may attend Board meetings with prior permission from the Board.

**SPECIAL BOARD MEETINGS.** Special meetings of the Board shall be called by the President or by the Secretary at the written request of at least three (3) members of the Board. Such special meetings shall be held at such an hour and place as may be designated by the person authorized herein to call such a meeting.

**VOTING.** Each Member in Good Standing shall be entitled to one vote on each topic or ballot item. One written proxy vote will be permitted per member if such votes are taken at a meeting. There is a maximum of two votes per family membership and all family voting members must be MIGS and eighteen years of age or older. Unless otherwise indicated in these bylaws, a majority of the affirmative votes cast shall constitute the action of the members with respect to each matter on the ballot.

**BALLOTS.** Ballots for the election of officers and Board members, as well as other topics as proposed by the Board from time to time, will be provided to all Members in Good Standing. The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action. All solicitations for votes shall specify the time by which a ballot must be received in order to be counted.

## **ARTICLE III: Directors and Officers**

**BOARD OF DIRECTORS.** The Board shall be composed of the President, Vice-President, Secretary, Treasurer and three (3) directors, all of whom shall be Members in Good Standing at the time of election. They shall be elected for one-year terms and shall serve for no more than four consecutive terms in that position. They shall serve from January 1 until December 31 of the year for which they were elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

**OFFICERS.** The Club's officers, consisting of the President, Vice-President, Secretary, and Treasurer, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

1. The President shall preside at meetings of the Club and of the Board, and shall have the duties and powers normally belonging to the office of President, in addition to those particularly specified in the Constitution and Bylaws.
2. The Vice-President shall have the duties and exercise the powers of the President in case of the President's absence, incapacity, or death.
3. The Secretary shall keep a record of all meetings of the Club and of the Board, a copy of the Constitution and Bylaws, copies of all policies adopted by the Board of Directors or the members, and records of all other matters of which a record shall be ordered by the Club. The Secretary shall notify members of meetings, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, have charge of correspondence and carry out such other duties as are prescribed in the Constitution and Bylaws.
4. The Treasurer shall collect and receive all moneys due or belonging to the Club and shall deposit the same in a bank satisfactory to the Board, in the name of the Club. The Treasurer shall report at every Board meeting on the condition of the Club's finances and every item of receipt or payment not before reported. An abbreviated Treasurer's report shall also be made available at each Club meeting. The financial books and records of the Club shall at all times be open to inspection by the Board and by members. Not later than May 15<sup>th</sup> of each year, the Treasurer shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer may be bonded in such amount as the Board of Directors shall determine.

**QUORUM.** A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**MANNER OF ACTING.** Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which

a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Participation by a telecommunication device shall be equivalent to presence in person.

**UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING.** The Board may take action without a meeting if written consent to the action is given by all of the directors.

**RESIGNATION.** Any Director or Officer may resign at any time by giving written notice to the President of the Club. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Club.

**REMOVAL.** Any Director or Officer may be removed from such office, with or without cause, by a two-thirds vote of the voting members.

**VACANCIES.** Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy.

## **ARTICLE IV: The Club Year, Elections**

**CLUB YEAR.** The fiscal year of the Club shall begin on the first (1<sup>st</sup>) day of January and end on the 31<sup>st</sup> day of December.

**NOMINATIONS.** The Board shall select a Nominations Committee consisting of three (3) members, only one (1) of whom shall be a member of the Board. The Board shall name a Chair of the Committee and it shall be the Chair's duty to coordinate with the other members of the Nominations Committee.

1. The Nominations Committee shall nominate from one to three candidates for each office and Board position and, after securing the consent of each person so nominated, shall report the nominations to the Board of Directors in writing on or before October 31<sup>st</sup>.
2. After receipt of the Nominations Committee's report, and prior to the November Club meeting, either the Chair of the Nominations Committee or the Secretary shall ensure that each member of the Club is notified in writing of the candidates so nominated.
3. Additional nominations may be made at the November Club meeting by any member in attendance provided that the person nominated does not decline when his/her name is proposed and provided further that if the proposed candidate is not in attendance at this meeting, his/her proposer shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate. No person may be a candidate for more than one position.



4. Nominations cannot be made in any manner other than as provided in this Section. No person may be a candidate in a Club election who has not been nominated.

**ELECTIONS.** During the month of December, officers and directors for the ensuing year shall be elected by secret ballot from among those nominated. The nominated candidate receiving the greatest number of votes for each position shall be declared elected. The incoming officers and directors shall take office on January 1. Each retiring officer and director shall turn over to their successor in office all properties and records relating to that office no later than January 31<sup>st</sup>.

## **ARTICLE V: Committees**

**STANDING COMMITTEES.** The Board may appoint standing committees to advance the work of the Club in such matters as agility events, trophies, annual prizes, membership, and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to assist it on particular projects.

**RESIGNATION.** Any Committee member may resign at any time by giving written notice to the President of the Club. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Club.

**TERMINATION OF APPOINTMENT.** Any Committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and, the Board may appoint successors to those persons whose service has been terminated.

## **ARTICLE VI: Discipline**

**CHARGES.** Any member may proffer charges against a member for alleged misconduct prejudicial to the best interest of the Club or the sport of agility. Written charges with specifications must be filed with the Secretary together with a deposit of \$10 which shall be forfeited if such charges are not sustained. The Secretary shall promptly notify the Board which shall meet and fix a date of a Board hearing not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

**BOARD HEARING.** The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, suspend the

defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. Or, if it deems that the punishment is insufficient, it may also recommend to the membership that the defendant be expelled. If the Board recommends expulsion, the defendant shall have the right to appear at the next Club meeting, at which time the matter will be considered by the membership. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn shall notify each of the parties of the Board's decision and penalty, if any.

**EXPULSION.** Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided above. Such proceedings may occur at a regular or special meeting of the Club to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing on his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak on his/her own behalf if he/she wishes. The Members in Good Standing shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

## **ARTICLE VII: Amendments**

**PROPOSALS.** Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent (20%) of the Members in Good Standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

**VOTE REQUIRED.** The Constitution and Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the Members in Good Standing who vote on such proposal, provided the proposed amendments have been made available to each member for review at least two (2) weeks prior to the date of the opening of voting.

## **ARTICLE VIII: Indemnification**

Unless otherwise prohibited by law, the Club may indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any member against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or member. However, there shall be no indemnification in relation to matters as to which

he or she shall be adjudged to be guilty of a criminal offense or liable to the Club for damages arising out of his own gross negligence in the performance of a duty to the Club.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Club may advance expenses or where appropriate may itself undertake the defense of any director, officer or member. However, such director, officer, or member shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, member, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, member, or agent, whether or not the Club would have the power to indemnify the person against that liability under law.

## **ARTICLE IX: Dissolution**

The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of all Club Members in Good Standing. In the event of the dissolution of the Club, whether voluntary or by operation of law, none of the property of the Club shall be distributed to any members of the Club but, after payment of the debts of the Club, its property and all assets shall be given to one or more nonprofit charitable organizations benefitting dogs, to be selected by the Board of Directors.

## **ARTICLE X: Order of Business**

**CLUB MEETINGS.** At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Attendance
- Minutes of last meeting
- Report of the Secretary
- Report of the Treasurer
- Report of the Committees
- Unfinished Business
- New Business
- Adjournment

**BOARD MEETINGS.** At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Minutes of last meeting
- Report of the Secretary

- Report of the Treasurer
- Report of the Committees
- Unfinished Business
- New Business
- Adjournment