

# Constitution and Bylaws

Muddy Paws

Agility Club

Of Kitsap County

April 19, 2020

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# **Constitution**

## **Article I - Name and Objectives**

### **Section 1. Name.**

The name of the Club shall be Muddy Paws Agility Club of Kitsap (MudPACK).

### **Section 2. Objectives.**

The objectives of the Club shall be to:

- promote and publicize the sport of agility;
- develop members' skills and abilities in handling;
- promote the humane treatment of dogs;
- provide training and/or education opportunities for members and community;
- provide opportunities for competition;
- share knowledge and sources of knowledge about the sport of agility;
- provide a social forum for those who share a common interest in dogs and the sport of agility;
- support and encourage other members who engage in the sport of agility; and
- promote and maintain a philosophy of positive attitudes and good sportsmanship.

### **Section 3. Nonprofit Entity.**

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

### **Section 4. Provision for Bylaws.**

The club will use Robert's Rules of Order (latest edition) as a procedural guide for the operation of the club

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.

# Bylaws

## Article I - Membership

### Section 1. Eligibility.

A person is eligible to apply for membership when she or he demonstrates an interest in the sport of dog agility.

There shall be four types of membership open to those who subscribe to the purposes of this Club:

- **Regular Membership** is open to people 18 years or older. A regular member pays dues and may, if deemed a member in good standing, cast one vote at any membership meeting and hold an elected office. A regular member has all the normal duties and obligations accompanying club membership.
- **Household Membership** is open to families. A family comprises such persons as habitually reside under one roof and form one domestic circle. The dues paid cover the entire household. The household is entitled to two votes in aggregate by persons 18 years of age or older who are deemed members in good standing, and such members may hold elected office. Household members have all the normal duties and obligations accompanying club membership.
- **Junior Membership** is open to people under the age of 18. A junior member pays dues, has no vote, may not make motions, or hold office. Parental approval is required for membership. Parental supervision at club events may be required, at the discretion of the Board.
- **Lifetime Membership** is bestowed on those who, on the recommendation of the Board of Directors, have contributed exemplary service on behalf of the Club for a prolonged period of time, furthering the Club's objectives and the sport of agility. Lifetime members are exempt from paying dues, but enjoy all the other privileges of Club membership.

No person may hold more than one membership.

A member in good standing of the Club is defined in Section 4 in Membership Responsibilities.

A member in good standing of the Club is not, as such, personally liable for the debts, liabilities, or obligations of the Club, legally or financially.

Membership in the Club shall not vest in any member any distributions from the Club during the existence of the Club.

## **Section 2. Dues.**

Membership dues shall be payable on or before the 31<sup>st</sup> day of January of each year. No member whose dues are delinquent may vote, conduct any official business or hold office in the Club. During the month of November, the Treasurer shall send to each member of record a statement of his or her dues for the following year.

Dues: The Amount of annual membership dues shall be determined by the Board of Directors. Any change in dues will be proposed by the Board no later than October 31st. The amount of the annual dues may be changed by the Board of Directors no more than once every two years.

## **Section 3. Membership Application.**

Each applicant for membership shall apply on a form as approved by the Board of Directors and shall agree to abide by these Bylaws.

If membership application is made after October 31<sup>st</sup>, then dues will apply to the following year.

## **Section 4. Membership Responsibilities.**

Club members are considered members in good standing when they satisfy these general responsibilities of membership:

- Adhere to the Constitution and Bylaws of the Club.
- Have no outstanding debts to the Club, including current dues.
- Contribute to the Club by working at club-sponsored events, on a Club committee, or on the Board of Directors during the calendar year.
- Sign the Club's waiver agreement annually.
- Inform the Club Secretary of any changes in address, telephone number or email.

Additionally, when attending Club activities, all members are expected to display these behaviors in order to ensure the smooth flow of events and promote the safety of dogs and humans:

- Practice safe and non-abusive (physical or verbal) handling methods, show consideration for other handlers and their dogs at all times, and promptly clean up after their dogs.
- Be responsible for their own dogs and their dogs' behavior; keep their dogs under control at all times; and warn others present if their dogs are likely to show aggression toward other people or dogs, so that all meetings and events will be safe for dogs and humans.

- Arrive early for Club activities to help set up equipment or stay to the end to help take down equipment.

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

Memberships may be terminated:

- By death or resignation. The death of any member terminates the membership. Any member may resign from the Club upon written notice to the Secretary.
- By lapsing. A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid by the first day of March. In no case may a person whose dues are unpaid as of the date of any meeting be entitled to vote at that Club meeting. However, the Board of Directors may grant an additional ninety days of grace at its discretion.
- By expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws. Upon termination of membership the person must return all Club property.

## **Article II - Meetings and Voting**

### **Section 1. Club Meetings.**

There will be a minimum of four membership meetings per year at such date, hour and place within Kitsap County as may be designated by the Board of Directors, or by the membership at the prior meeting. Written notice of each meeting shall be mailed or emailed by the Secretary, or Board member acting for the Secretary, at least 21 days prior to the date of the meeting. A quorum shall be thirty-five (35) percent of the members in good standing.

### **Section 2. Special Club Meetings.**

Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, or called by the Secretary upon receipt of a petition signed by five members in good standing. Such special meetings shall be held at such place, date, and hour within Kitsap County as may be designated by the Board of Directors. Written notice of such a meeting shall be mailed or emailed by the Secretary, or Board member acting for the Secretary, at least 5 days prior to the date of the meeting. The notice shall state the purpose of the meeting and no other Club business shall be transacted. The quorum for a special meeting shall be thirty-five (35) percent of the members in good standing.

### **Section 3. Board Meetings.**

Meetings of the Board of Directors shall be held at such date, hour and place within Kitsap County as may be designated by the Board. Written notice of each meeting shall be mailed or emailed by the Secretary, or Board member acting for the Secretary, at least 14 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. Board Meetings are open to the entire membership.

### **Section 4. Special Board Meetings.**

Special meetings of the Board may be called by the President, or by the Secretary at the request of at least three (3) members of the Board. Special meetings shall be held at such place, date, and hour within Kitsap County as may be designated by the person authorized herein to call such meeting. The Secretary, or Board member acting for the Secretary, shall mail or email written notice of the meeting at least 5 days prior to the date of the meeting. The notice shall state the purpose of the meeting and no other Club business shall be transacted. The quorum for the meeting shall be a majority of the members of the Board. Special Board Meetings are open to Board members and any invited persons only.

### **Section 5. Voting.**

Each Regular member in good standing shall be entitled to one vote at any general membership meeting. Each Household membership is entitled to two votes at such meetings. Junior members are not entitled to vote.

The Secretary is required to state to the membership an email address and mailing address to return their ballots.

Electronic Communication shall be permitted in all sections of these By-laws specifying mailed ballots. If voting is via electronic communication, each voting member shall have a unique email address.

Absentee voting by any Regular or Household member in good standing will be permitted at any Club meeting or election. The absentee ballot must be received in writing or email by the deadline date and time established by the Secretary. To maintain ballot secrecy, the ballot will be placed in an unlabeled envelope, which in turn will be sealed in an outer envelope for delivery or mailing. The outer envelope should contain the member's name; in this way, the member's act of voting can be recorded, but the ballot itself can remain secret.

## **Article III - Officers and Directors**

### **Section 1. Board of Directors.**

The Board shall be comprised of the Officers and up to three other people (Directors), all of whom shall be members in good standing and all of whom shall be elected for one-year terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

### **Section 2. 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 to the Board and its meetings.

To serve in their roles as president and treasurer, each will be an authorized signatory on the checking and savings accounts.

The **President** shall preside at all 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 these bylaws.

The **Vice President** shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

The **Secretary** shall:

- Keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club.
- Have charge of the correspondence and legal documents.
- Notify members of meetings.
- Notify new members of their acceptance to membership.
- Notify officers and directors of their election to office.
- Keep a roll of the members of the Club with their addresses.
- Maintain records and documentation of all Club activities, such as meeting minutes, flyers, catalog covers, newsletters, programs, and so forth.
- Carry out other duties as prescribed in these bylaws.
- Delegate functions such as membership recordkeeping, historian activities, and the like, as appropriate.

The **Treasurer** shall:

- Receive all moneys due or belonging to the Club and pay all Club debts promptly. Moneys shall be deposited in a bank designated by the Board, in the name of the Club. .



- Use the accounting software format which is chosen and purchased by the Club. The data (both hardcopy and electronic) and the software are owned by the Club. Accounting books shall be open to inspection by the membership at all times.
- Submit a report on the Club's financial position for every meeting. Formal financial statements shall be submitted to the Board quarterly and to the membership annually. Such reports shall include, at a minimum, a Balance Sheet (Statement of Position) and a Statement of Receipts and Expenditures.
- Allow an annual internal review by two Club members (one Board member and one non-Board member) appointed by the Board of Directors.
- File tax returns as required by the Internal Revenue Service.

### **Section 3. Delegations to Directors**

The President may appoint each Director to an area of responsibility which needs to be tended on a longer-term basis. Such areas may include, as examples, membership recruitment/retention; public relations/community demonstrations; and nominations for upcoming elections. The areas of delegation are likely to change from time to time.

### **Section 4. Vacancies.**

Any vacancies occurring on the Board during the year shall be filled until the next annual election by a majority vote of the remaining members of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.

In the event that the Club cannot fill all Board positions, the President, Vice-President, Secretary and Treasurer positions shall be filled first before the Director positions. This aids in the continuity of the Club and its ability to sustain itself.

A vacancy can be due to resignation or non-participation of an Officer or Director in his or her duties. The intent is that all Board members be actively involved in order to sustain the energy and decision-making of the Club. If a Board member fails to fulfill his or her responsibilities, the other Board members have the responsibility to replace the inactive member. Inactivity is defined as absence from three or more consecutive scheduled meetings and not fulfilling the obligations of the position. The Board will ask the inactive Board member to resign. If resignation is not offered, then replacement of that Board member can be obtained by a two-thirds (2/3) majority vote of the Club members in good standing.

## **Article IV - The Club Year, Annual Meeting, and Elections**

### **Section 1. Club Year.**

The Club's year shall begin immediately at the conclusion of the election at the annual meeting of the Club and shall continue through the election at the next annual meeting of Club. The Club's fiscal year shall begin on the first day of January and end on the last day of December.

### **Section 2. Annual Meeting.**

The annual meeting shall be held between January 1<sup>st</sup> and February 15<sup>th</sup>, at which officers and directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 3 of this Article. They shall take office immediately upon the conclusion of the election. Each retiring officer shall turn over to his/her successor all properties and records relating to that office within 30 days after the election.

### **Section 3. Nominations.**

By November 1st, the Board shall select a Nominating Committee, consisting of two members. At least one member must NOT be running for a board position. The Nominating Committee will send written notification regarding membership of the committee to each Club member in good standing. The Committee will ask Club members in good standing to run for Board positions. The Committee shall meet throughout the month of November, solicit nominations from the membership, and obtain a written acceptance from each nominee. Any and all members in good standing who volunteer to run for Board positions will be placed on the ballot.

No person may be a candidate for more than one position.

The nominating committee will ask all nominees to submit summary paragraphs describing themselves and their talents or skills that will enable them to be effective candidates for the Board positions for which they are running.

By December 15th, the committee shall submit the slate of candidates with the accompanying written acceptances and summary paragraphs to the Secretary who shall mail or email a ballot to each member in good standing ten days before the annual meeting.

During the Annual Meeting, voting will be done by secret ballot by each member in good standing. If a member is unable to attend the annual meeting, he or she may vote by absentee ballot, which must be received by the date and time of the Annual Meeting or by email by the deadline date and time specified by the Secretary. Absentee ballots should be packaged to avoid identification of the voter, as specified in Article II, Section 5.

Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

#### **Section 4. Elections.**

The candidate receiving the greatest number of votes for each office shall be declared elected. The candidates for Director positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

A tie vote will be resolved by a revote by those members in attendance in person or electronically.

### **Article V - Committees**

#### **Section 1. Standing Committees.**

The Board may appoint standing committees to advance the work of the Club. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

#### **Section 2. Termination of Appointment**

Any committee appointment may be terminated by a majority vote of the full membership of the Board. Written notice of the decision to terminate the appointment shall be sent to the appointee.

### **Article VI - Discipline**

#### **Section 1.**

Any member who is suspended from membership privileges in any local or national dog organization for violations of standards that apply to sportsmanship, handling, ethics, or personal behavior will be subject to a review of the charges by the Club in order to determine whether the infraction(s) may require disciplinary action by the Club.

#### **Section 2.**

Any member in good standing may bring charges against another member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be sent to the member so charged by registered or certified mail, return receipt requested, at least 30 days prior to the meeting where the charges will be presented. The charges should then be presented at a regular Club meeting with enough copies for all those present. The member submitting the charges should be prepared to answer questions from the members present and elaborate on the charges if necessary. If the member so charged contests the allegations, that member will be permitted to submit a written rebuttal at the same meeting, with

enough copies for all those present, and should be prepared to answer questions from the members present.

Both the member making the charges and the member who is charged may bring witnesses, documents, tapes, or other recognized forms of evidence to support their presentations. At the conclusion of the presentations, the members involved shall be excused. The members present at the meeting will determine the merit of the charges and reach a decision either by consensus or, if that is not achievable, by a majority vote of those present. The members present will then compose a decision letter detailing the grounds on which the final determination was made and the disciplinary action required by the Club. The recording secretary for that meeting will send copies of that letter to both parties and include the written charges, the written rebuttal and the letter in the minutes for that meeting.

If a majority decision is not reached, the charges will be dropped and a no-decision verdict rendered.

Disciplinary action may range from a warning to a suspension to expulsion.

## **Article VII - Amendments**

### **Section 1. Proposing Amendments.**

Amendments to the Constitution and Bylaws may be proposed to the Club in person at a meeting or by written petition signed by twenty (20) percent of the membership. Amendments proposed shall be published in the minutes together with a summary of the discussion following their proposal.

### **Section 2. Voting.**

The Constitution or Bylaws may be amended by a two-thirds (2/3) vote of all Club members in good standing. Proposed amendments and a ballot must be mailed, or emailed, to each member at least two (2) weeks prior to the return date for the opening of the ballots. Completed ballots may be mailed or emailed to the Secretary to be received no later than a date established by the Board and printed on the ballot. Ballots should be designed to avoid identifying voters.

## **Article VIII - Dissolution**

### **Section 1.**

The Club may be dissolved at any time by the written consent of not less than two-thirds of the members. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club. After payment of the debts of the

Club, its property and assets shall be given to a charitable organization, as selected by the Board of Directors, for the benefit of dogs.

## **Article IX - Order of Business**

### **Section 1. General Membership 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:

- Roll Call
- Amendments to the Agenda
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Reports on areas of delegation
- Election of the Board of Directors (at the annual meeting)
- Applications of new members
- Unfinished business
- New business
- Adjournment

### **Section 2. Board of Directors Meetings.**

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

- Approval of the minutes of the last meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Reports on areas of delegation
- Unfinished business
- New business
- Adjournment

## **Article X - Parliamentary Authority**

### **Section 1.**

The rules contained in the current edition of "Robert's Rules of Order", shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the Club may adopt.