



## CONSTITUTION AND BYLAWS

August 5, 2002

### ARTICLE I Name and Objects

SECTION 1. The name of the Club shall be the Canine Combustion Dog Agility Club, Inc.

SECTION 2. The objects of the Club shall be:

- (a) to encourage and promote the sport of Agility, giving all dogs an opportunity to learn and compete.
- (b) to urge members to adopt the standard of competition put forth by the United States Dog Agility Association (USDAA) as the primary standard by which Agility can be judged.
- (c) to conduct sanctioned and licensed Agility Trials under the rules of the USDAA, and any other recognized Agility association which CCDAC, Inc. supports.
- (d) to do all in its power to protect and advance the interests of Agility encouraging sportsmanlike competition at all events.
- (e) to promote the versatility of all dogs capable of competing.
- (f) to provide information and education to the public in order to help those who are interested in getting involved with Agility.

SECTION 3. The club shall not be conducted or operated for profit, and no part of any profits or remainder from dues or donations of the Club shall inure to the benefit of any member or individual.

SECTION 4. 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.

### ARTICLE II Membership

SECTION 1. **ELIGIBILITY.** There shall be one type of membership open to any individual who is in good standing with any organizations in which CCDAC is a member and who shall subscribe to the purposes of the Club.

SECTION 2. **DUES.** Membership dues shall be in an amount determined from time to time by a majority vote of members in good standing who are present at any regular or special Club meetings called for that purpose. Dues shall be payable on or before the first day of January of each year and paid without penalty by January 31.

No member may vote whose dues are not paid for the current year. During the month of November it shall be the responsibility of the Treasurer to notify the members in writing that the dues for the coming year are due.

SECTION 3. **ELECTION TO MEMBERSHIP.** Prior to election to membership, the prospective member shall have a good general knowledge of the sport of dog agility. 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 this Constitution and Bylaws. The application shall state the name and address of the applicant and shall carry the endorsement of two persons from separate households who shall be members in good standing of the Canine Combustion Dog Agility Club, Inc. Accompanying the application the perspective member shall submit dues payment for the current year. If dues are paid on or after October 1, said dues will carry to the next fiscal year.

All applications are to be filed with the Club Secretary, and each application shall be distributed to the General Membership prior to the applicant's election to membership. Applicants may be elected at any meeting of the Board of Directors or by written vote of the Directors by mail held after the publication. A majority affirmative vote of the Directors present at a meeting or of the board voting by mail, shall be required to elect an applicant. An

applicant's joined date shall be considered the date the application received Board approval.

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

It shall be mandatory for each member to fulfill a work requirement for the club, as defined in the Canine Combustion Dog Agility Club membership packet. This can be satisfied by volunteering to help at a minimum of one trial per year for at least one day and serving on at least one of the several committees set up by the board for the current year.

**SECTION 4. TERMINATION OF MEMBERSHIP.** Membership may be terminated:

- (a) by lapsing. A membership will be considered lapsed and automatically terminated if such members' dues remain unpaid 30 days after the first day of the beginning of the fiscal year. In no case may a person whose dues are unpaid be entitled to vote at any club meeting.
- (b) by resignation. Any member in good standing may resign from the Club upon written notice to the Secretary, but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club, and they become incurred on the first day of each calendar year.
- (c) by expulsion. A membership may be terminated by expulsion as provided in Article VII of these Constitution and Bylaws.

Members whose memberships have terminated for any reason may reapply for membership in the same manner as the original application.

### **ARTICLE III Meetings**

**SECTION 1. CLUB MEETINGS.** Meetings of the club shall be held from time to time as determined by a majority vote of the Board, with at least 2 meetings a year, with the annual meeting considered as one such meeting. Written notice of such meetings and the proposed agenda shall be provided by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the members in good standing.

**SECTION 2. BOARD MEETINGS.** Meeting of the Board of Directors shall be held whenever it is deemed necessary. Notice of each such meeting and the proposed agenda shall be at least 5 days prior to the meeting. The quorum for such a meeting shall be a majority of the Board.

**SECTION 3. ANNUAL MEETING.** The annual meeting shall be held in the first quarter of the calendar year, at which the results of the election of officers and directors for the ensuing year shall be announced. The newly elected officers and board members shall take office on January 1st, and each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within 30 days after the election. The quorum for the annual meeting shall be 20% of the members in good standing.

**SECTION 4.** The Board of Directors may conduct its business through the Secretary.

**SECTION 5. RULES OF PROCEDURE.** Robert's Rules of Order shall govern the conduct of the Club and Board Meetings.

### **ARTICLE IV Directors and Officers**

**SECTION 1. BOARD OF DIRECTORS.** The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and five other persons, all of whom shall be members in good standing. The members of the Board of Directors shall be expected to participate in 75% of all meetings of the Board.

The President, Vice-President, Secretary and Treasurer shall each be elected for two-year terms. The President and Secretary shall be elected at the end of even-numbered years and the Vice-President and Treasurer shall be elected at the end of odd-numbered years. The at-large members of the Board shall be elected for one-year terms. The outgoing President shall serve a one-year term as a member of the Board immediately following

his/her final term as President.

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 the Board and its meeting.

- (a) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the Office of the President in addition to those particularly specified in these Constitution and Bylaws.
- (b) The Vice-President shall have the duties and exercise the powers of the President in the case of the President's absence or incapacity.
- (c) The Secretary shall keep a record of all meetings of the Club and of the Board, and in all matters of which a record shall be ordered by the Club. The Secretary shall notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club and their addresses and carry out other duties as are prescribed in the Constitution and Bylaws.
- (d) The Secretary shall have charge of the correspondence of the Club and also carry out other duties as are prescribed in these Constitution and Bylaws.
- (e) The Treasurer shall collect and receive all moneys due or belonging to the Club. He/she shall deposit the same in a bank designated by the Board, in the name of the Club. The ledger books shall at all times be open to inspection of the Board, and he/she shall provide a written and itemized report to them at every meeting outlining the condition of the Club's finances and every item of receipt or payment not before reported. At the Annual Meeting, and midway during the fiscal year, he/she shall render a written and itemized account of all moneys received and expended during the previous fiscal year to the general membership via the club newsletter or special mailing. At the expiration of the current term of the Treasurer, an independent audit will be performed, auditor to be selected by a majority vote of the Board of Directors.

**SECTION 3. VACANCIES.** Any vacancies occurring on the Board or among the officers during the year (except for the President) shall be filled, by a majority vote of all the members of the Board during its first meeting following the creation of such vacancy. A vacancy in the office of the 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. The position shall then be filled via election for the remainder of the term.

**SECTION 4. REMOVAL OF OFFICER/DIRECTOR.** In the event of the failure of an officer or board member who fails to diligently perform his duties as such, the board shall have the authority to remove that officer and/or director by a majority vote of the board of directors. Written notice of the meeting shall be given to all board members specifically stating the purpose of said meeting. Any vacancy created by such removal by the board of directors shall be filled pursuant to Article IV, Section 3.

## **ARTICLE V**

### **The Club Year, Voting, Elections, Nominations**

**SECTION 1. CLUB YEAR.** The Club's fiscal and official year shall be from January 1 to December 31.

**SECTION 2. VOTING.** At the annual meeting or at a special meeting of the Club, voting shall be limited to those members in good standing whose dues are paid for the current year. Each member shall be entitled to one vote at any meeting of the Club at which he or she is present, except for the annual election to fill expiring terms of Officers and Directors and amendments to the Club Constitution and By-Laws, both of which shall be decided on by written ballot cast by mail. Proxy voting or absentee ballots will not be permitted at any club meeting or election. The Board of Directors may decide to submit other specific questions for the decision of the members by written ballot cast by mail.

**SECTION 3. ANNUAL ELECTION.** For the election of the Officers and Board of Directors the vote shall be conducted by ballot. To be valid, ballots must be in the hands of the Secretary at least three weeks prior to the

annual meeting. Ballots shall be certified and counted by three inspectors of election prior to the annual meeting. The inspectors of election shall be appointed by the Board of Directors and must be club members in good standing who are not members of the Board of Directors, nominees for election or relatives of the nominees. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The five nominated candidates receiving the greatest number of votes for Board positions shall be declared elected. All of the ballots cast for the election of Officers and Directors shall be available during the annual meeting and will be destroyed by the Secretary 30 days thereafter.

**SECTION 4. NOMINATIONS.** No person shall be a candidate in a club election who has not been nominated. During the month of May, the Board shall elect a Nominating Committee consisting of three members, not more than two of whom may be a member of the Board, and one alternate. The Secretary shall immediately notify the committee persons and alternates of their selection. The Board shall name a chairperson for the Committee, and it shall be his or her duty to call a committee meeting, which shall be held on or before August 1.

- (a) The Committee shall nominate one candidate for each office and for each available position on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall, within 30 days, notify each member in writing of the candidates nominated.
- (c) Additional nominations may be made by any member provided that the person so nominated consents, and provided further that his or her proposed candidate shall present to the Secretary a written statement from the proposed candidate signifying his or her willingness to be a candidate. All such nominations must be postmarked no later than September 30th, or delivered by hand to the Secretary by that date.
- (d) No person may be a candidate for more than one position in any given election.
- (e) Nominations cannot be made in any manner other than as provided in this section.
- (f) The proposed electoral slate shall be published in the club newsletter and/or provided to the membership at least thirty days prior to the election.

## **ARTICLE VI Committees**

**SECTION 1.** The board shall each year appoint standing committees to advance the work of the Club in such matters as Agility Trials, Agility classes, supported events, trophies, annual prizes, membership and other fields which may 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 aid it on particular projects.

**SECTION 2.** Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointees. The Board may also appoint successors to those persons whose service have been terminated.

**SECTION 3.** At-Large Board Members shall be responsible to communicating with each committee prior to each General Membership and/or Board Meeting.

## **ARTICLE VII Discipline**

**SECTION 1. SUSPENSION.** Any member who is suspended from the privileges of any recognized agility association shall automatically be suspended from the privileges of the Club for a like period.

**SECTION 2. CHARGES.** Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the sport of Agility. Written charges with the specifications must be filed in duplicate with the Secretary, together with a deposit of \$25.00 which in shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board, and the Board shall first consider whether the actions alleged in the charges, if proven, constitute conduct prejudicial to the best interests of the Club or the sport. If the Board considers that the charges do not allege conduct prejudicial to the best interests of the Club or the sport, it may refuse to entertain jurisdiction.

If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not earlier than 3 weeks nor more than 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 or her own defense and bring witnesses if he/she wishes.

**SECTION 3. BOARD HEARINGS.** The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and accused, the Board may by majority vote of those Board members present suspend the accused from all privileges of the Club for not more than six months from the date of the hearing, and if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the accused right to appear before his or her fellow members at the ensuing meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding 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.

**SECTION 4. 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 in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the day of the Board's recommendation. The accused shall have the privilege of appearing in his or 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 accused to speak in his or her own behalf, if he or she wishes. The members present at the meeting shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not voted, the Board's suspension shall stand.

#### **ARTICLE VIII Amendments**

**SECTION 1.** Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20 percent of the membership 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 months of the date when the petition was received by the Secretary.

**SECTION 2.** The Constitution and Bylaws may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member accompanied by a ballot on which he may indicate his choice for or against the action to be taken. The notice shall specify a date not less than 30 days after the date of mailing by which date the ballots are returned within the time limit shall be required to effect any such amendment.

**SECTION 3.** Amendments to the Club Constitution and By-Laws must be ratified by a 2/3 majority of the members in good standing.

#### **ARTICLE IX Dissolution**

**SECTION 1. DISSOLUTION.** The Club may be dissolved at any time by written consent of no less than 2/3 of the members. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntarily or involuntarily 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, but after payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

#### **ARTICLE X Indemnification**

Each officer and director of the Club, now or hereafter in office, shall be and hereby is indemnified by the Club against any and all personal liability and expense actually and necessarily incurred by such officer or director in

connection with, or resulting from, any claim, action, suit, or proceeding whether civil, criminal, administrative, or investigative (regardless of whether made or instituted by or in the right of the Club) or in connection with any appeal relating thereto, in which such officer or director may become involved, as a party or otherwise, or with which he or she may be threatened, by reason of being, or having been an officer or director of the Club, or by reason of action taken or omitted by him or her in the capacity as an officer or director.

Without limiting or affecting the scope of the foregoing obligation, each such officer and director shall be fully indemnified and protected by the Club in any action or omission to act taken in good faith in accordance with the advice, recommendation or opinion of the attorneys for the Club or the accountants employed from time to time to supervise or audit the books and accounts of the Club.

No indemnification shall be made with respect to matters as to which any such officer or director shall be finally adjudged to have been dishonest, to have acted fraudulently or to have obtained a personal benefit at the expense of the Club in the performance of his or her duties.

The foregoing right of indemnification shall not be exclusive of other rights to which each officer or director may be entitled, and shall be available whether each officer or director may be entitled, and shall be available whether or not such officer or director continues to be an officer or director of the club at the time that any such liabilities and expenses are incurred, paid or satisfied.

If any provision or condition of this article shall be determined to be invalid or void for any reason, such determination shall not affect the validity of any other provision of the article or of these bylaws.

## **ARTICLE XI Order of Business**

SECTION 1. At meetings of the Club, the order of business so far as the character and nature of the meeting permits, shall be as follows:

- Roll Call
- Minutes of Last Meeting
- Report of Secretary
- Report of Treasurer
- Report of President
- Report of Committees
- Announcement of Officers and Board (at the Annual Meeting)
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

SECTION 2. At meetings of the Board, the Order of Business, unless otherwise directed by majority vote of those present, shall be as follows:

- Reading of Minutes of Last Meeting
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Unfinished Business
- New Business
- Adjournment

As Amended and Adopted August 5, 2002.