

RAINIER AGILITY TEAM, INC. CONSTITUTION AND BYLAWS
Amended September 2010

Table of Contents

| | |
|--------------|--------------------------------------|
| ARTICLE I | Club Name |
| ARTICLE II | Club Objectives |
| ARTICLE III | Nonprofit Status |
| ARTICLE IV | Membership |
| ARTICLE V | Meeting and Voting |
| ARTICLE VI | Directors and Officers |
| ARTICLE VII | Club Year, Annual Meeting, Elections |
| ARTICLE VIII | Committees |
| ARTICLE IX | Discipline |
| ARTICLE X | Amendments |
| ARTICLE XI | Liability of Qualified Directors |
| ARTICLE XII | Indemnification |
| ARTICLE XIII | Dissolution |
| ARTICLE XIV | Order of Business |
| ARTICLE XV | Non-covered Items |

ARTICLE I: Name

The name of this club shall be RAINIER AGILITY TEAM (RAT) hereinafter referred to as “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.

ARTICLE IV: Membership

A. **ELIGIBILITY**. There shall be three types of membership:

1. **INDIVIDUAL MEMBERSHIP** shall be open to all persons eighteen years of age or older who subscribe to the purposes of this Club.
2. **FAMILY MEMBERSHIP** shall be open to all families who subscribe to the purposes of this Club. Family membership shall be limited to two voting members per family and the voting members must be eighteen years of age or older.
3. A **LIMITED MEMBER** shall be any person who enters a RAT event. Limited memberships are non-voting and non-participating in any privileges of Club membership other than those designated by the specified membership.

These categories may be expanded by a vote of the Members in Good Standing as needed. Dues will be determined at the same time and manner as the other memberships in the Club.

B. **RESPONSIBILITIES AND PRIVILEGES**. Members in Good Standing enjoy additional 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 Club meeting annually (other than the Holiday Banquet) and contribute substantially to the Club during the preceding twelve (12) months. The definition of "substantial contribution" and more detailed information regarding the requirements for Members in Good Standing are set forth in the Membership Policy, as revised from time to time.

All types of members (Individual, Family and Limited) are entitled to participate in all events sponsored or co-sponsored by the Club and to attend Club meetings. In addition, all members (other than Limited Members) are entitled to receive the Club newsletter. Individual and Family Members are also entitled to attend Club-sponsored practices, subject to the practice guidelines adopted by the members.

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

1. Discounts on tuition fees and entry fees at 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 at all Club meetings. Each Member in Good Standing is entitled to one vote except those less than eighteen years of age; Family Members 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.

C. **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.

D. **ELECTION TO MEMBERSHIP**. Once the Membership Committee has received the membership application, it shall publish the applicant's name and some general information about the applicant in the Club newsletter, on the Club web site, or on the Club internet group list. 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, including the additional privileges described in Section B.1. and B.2. above. They will not be entitled to vote until they have satisfied the requirements to be Members in Good Standing, subject to the conditions described in the Membership Policy, as revised from time to time.

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

E. **DUES**. Membership dues for the ensuing year will be determined by the Board and announced to the Membership at a meeting prior to the end of the year. The current dues will be reflected in the Membership Application available on the Club website.

F. **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 grace period as defined by the Membership Policy; however, in meritorious cases a member may petition the Board to be granted an additional grace period. In no case will a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- 3) Expulsion. A membership may be terminated by expulsion as provided in Article IX of the Constitution and Bylaws.

ARTICLE V: Meeting and Voting

- A. **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 published to the membership at least thirty (30) days prior to each meeting.
- B. **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.
- C. **BOARD MEETINGS**. Meetings of the Board of Directors shall be held prior to the Club Meeting. Attendance by others at the Board meeting shall be permitted with permission from the Board.
- D. **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.
- E. **VOTING**. Each member in good standing shall be entitled to one vote at any Club meeting or Special Club meeting at which he/she is present. One written proxy vote will be permitted per member.
- F. **BALLOTS**. Ballots for the election of officers and Board members will be mailed, transmitted electronically, or hand-delivered to all Members in Good Standing.

ARTICLE VI: Directors and Officers

- A. **BOARD OF DIRECTORS**. The Board shall be composed of the President, Vice-President, Secretary, and Treasurer and three (3) directors, all of whom shall be Members in Good Standing. They shall be elected for one-year terms, as provided in Article VII, and 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.
- B. **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 all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant 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 death, absence, or incapacity.
- 3) The Secretary shall keep a record of all meetings of the Club and of the Board, a copy of the Constitution and Bylaws, and 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 insure that members are notified 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 15th 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.

C. **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 VII: The Club Year, Annual Meeting, Elections

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

B. **ANNUAL MEETING**. The annual meeting of the Club shall be held in the month of January each year.

C. **NOMINATIONS**. During the month of September, 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 31st.
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 (by mail or electronically) 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.

D. **ELECTIONS**. During the month of December, officers and directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section C of this Article. 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 his/her successor in office all properties and records relating to that office no later than January 31st.

ARTICLE VIII: Committees

- A. **STANDING COMMITTEES**. The Board may each year 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.
- B. **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 IX: Discipline

- A. **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 in duplicate 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.
- B. **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.
- C. **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 B of this Article. 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 present shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE X: Amendments

- A. **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.
- B. **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. Voting may occur by means of written ballots or by electronic means approved by the Board.

ARTICLE XI: Liability of Qualified Directors

The Club adopts the provisions of RCW 23B.08.320 providing for no civil liability of qualified directors for the performance or nonperformance of the director's duties other than gross or intentional negligence as the statute now exists or is later amended.

ARTICLE XII: Indemnification

The Club adopts the provisions of RCW 23B.08.570 providing for indemnification of directors, officers and employees and agents.

ARTICLE XIII: Dissolution

The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of 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 non-profit charitable organizations benefitting dogs, to be selected by the Board of Directors.

ARTICLE XIV: Order of Business

A. **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:

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

B. **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
- Reports of the Committees
- Unfinished Business
- New Business
- Adjournment

ARTICLE XV: Non-Covered Items

Anything not covered in this Constitution and Bylaws shall be governed by the most current version of Roberts Rules of Order.