

BOISE AGILITY RUNNERS & CLIMBERS, INC.

CONSTITUTION

ARTICLE I: Name and Objectives

SECTION 1. Name. The name of the corporation shall be Boise Agility Runners & Climbers, Inc. (hereinafter referred to as "the Club").

SECTION 2. The objectives of the Club shall be:

- (a) to further the advancement of all dogs;
- (b) to do all in its power to protect and advance the interests of purebred and mixed breed dogs and to encourage sportsmanlike competition at agility trials;
- (c) to conduct sanctioned matches, agility trials and dog events under the rules and regulations of recognized organizations including, but not limited to, , The North American Dog Agility Council, and the United States Dog Agility Association.
- (d) To disseminate knowledge, conduct classes in and promote the training of purebred and mixed breed dogs.
- (e) To encourage the training of judges.

SECTION 3. The Club shall not be conducted or operated for profit, and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual, EXCEPT HOWEVER, the Club may confer benefits upon its members in conformity with its purposes.

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. (See Article VIII.)

BYLAWS

ARTICLE I: Membership

SECTION 1. Eligibility. There shall be five types of membership open to all persons as set forth in the descriptions below who are in good standing with sanctioned Agility organizations including the North American Dog Agility Council, and the United States Dog Agility Association and who subscribe to the purposes of this club.

Individual. Open to all persons eighteen (18) years of age or older and who subscribe to the purposes and objectives of the Club.

Junior. Open to persons under the age of eighteen (18) years. The Junior member must be accompanied at all times by an adult or an adult member over the age of 18. Junior members will have all the rights, responsibilities and benefits of regular membership, EXCEPT HOWEVER, they will not have the right to vote at any regular membership or special general membership or board meetings. Upon reaching the age of eighteen (18), junior members automatically become regular members. Any increase of dues shall be waived until the next fiscal year. (See 2.09, Application of Membership.)

Household. Open to persons residing at the same address. Each person age 18 or older is entitled to vote and hold office.

One member shall pay full annual dues, and additional household member shall pay one-half (½) the annual dues, and dues will be waived to any succeeding household member.

Charter Membership. Charter members shall be designated by an asterisk next to their names on a

membership roster with a notation on the bottom of the roster "Charter Member". Otherwise, charter members shall have no other benefits.

Life Membership. There shall be no life time membership conferred on any member of this Club.

Definition of "In Good Standing". In good standing with the Club shall mean that the member has paid their dues in a timely fashion as set out in Section 2.11(b), has not been suspended by or expelled from the Club, and has attended the required number of meetings as set forth in Article II, Section 7 of these Bylaws. A member shall be considered to be in good standing if all the above requirements are met.

SECTION 2. The Club admits members of any race, color, or national and ethnic origin to all of the rights, privileges, programs, and activities generally accorded or made available. It does not discriminate on the basis of race, color, national and ethnic origin or religion in administration of its activities.

SECTION 3. Dues. Dues are payable on or before the first meeting of the year in January. At the meeting held in October, the dollar amount of dues for the next year may be changed. Such a change shall require a 2/3rd majority of the regular voting membership in good standing present at the meeting. Applicants voted into membership during the year shall pay one-twelfth of the then current annual dues times the number of months remaining in the calendar year. During the month of November the treasurer shall send each member a statement of their dues for the next year. Juniors shall be assessed half of the individual dues and initiation fees.

SECTION 4. Requirements for Membership. To apply for membership with the Club, the applicant must meet the following criteria:

- (a) Attend one regular monthly meeting or attend and help out at one official club event prior to applying;
- (b) Demonstrate an active interest in the sport of agility and a willingness to help at Club activities;

SECTION 5. Application for Membership.

(1) **Forms.** An applicant for membership shall apply on an approved Application for Membership form provided by the Club, which shall provide that the applicant agrees to abide by these Bylaws. Bylaws shall be given to applicant at time of application. Said application shall state the name, address, phone number, occupation, and a brief summary by the applicant for his reasons for requesting membership, and it shall carry the endorsement of two members in good standing with the Club.

(2) **Submittal to Recording Secretary.** All applications are to be filed with the Recording Secretary along with payment of appropriate dues and initiation fee. Each application is to be read two successive meetings following the submission of the application and then shall be voted upon at the second meeting at which it is read, provided it is within six (6) months of its receipt.

The vote for membership must be carried by 75% of the regular voting members in good standing present at that meeting. The applicant will not be present during the vote.

(3) **Denial of Membership.** Applicants for membership who have been rejected by the Club may reapply after six (6) months following such rejection. Upon being rejected, the Recording Secretary shall within 30 days send a letter to the applicant of the denial of membership, returning any dues and/or initiation fee received with the application.

SECTION 6. Initiation Fees. The initiation fee for new members may be changed by vote at the General Membership Meeting held in October. Such a change shall require a 2/3rds majority of the regular voting membership in good standing present at the meeting.

SECTION 7. Termination of Membership. Membership may be terminated by:

- (a) Resignation. Any member in good standing may resign from the Club upon written notice to the Recording Secretary, but no member may resign when in debt to the Club. Dues and initiation fee obligations are considered to be a debt to the Club, and the dues obligation is incurred on the first day of January of each year.
- (b) Lapsing. A membership will be considered to be lapsed and automatically terminated if such member's dues remain unpaid by January 31st. However, the Board of Directors may grant an additional grace period to such delinquent member in special cases. In no instance may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- (c) Expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

ARTICLE II. MEETINGS AND VOTING

SECTION 1. Regular General Membership Meetings. Regular meetings of the general membership shall be held in or within 25 miles of Boise, a minimum of six times per calendar year unless otherwise changed by the President and/or Board of Directors. The quorum of such meetings shall be not less than 25% of the regular voting members present but not less than 5 members that are in good standing, as defined in Article I, Section 1 and Article II, Section 7.

Written, email, or telephone notice of a change in date of the Regular meeting of the general membership shall be made by the Recording Secretary to all members at least 5 days, but not more than 15 days, prior to the date of the meeting. If telephone notice is used, a telephone log with notes of contacts will be kept and will become part of the minutes of that meeting.

SECTION 2. Special General Membership Meetings. Special general membership meetings may be called by one of the following: a) the President, b) a majority vote of the members of the Board of Directors who are present at any regular or special meeting of the Board, or c) by the Recording Secretary upon receipt of a petition signed by at least 10 members of the Club who are in good standing.

Such special general membership meeting shall be held in or within 25 miles of Boise, at such place, date and hour as may be designated by the Board of Directors. Written notice of such a meeting shall be mailed by the Recording Secretary to all members in good standing (as defined in Section 2.06 of these Bylaws), at least 5 days but not more than 15 days prior to the date of the meeting.

Said notice shall state the purpose of the meeting, and no other Club Business may be transacted thereat. The quorum for such meeting will be as in Section 3.01.

SECTION 3. Regular Board Meetings. The Board of Directors shall meet no less than 6 times in one calendar year. Each meeting of the Board of Directors shall meet prior to the Regular General Membership Meeting. The quorum for such a meeting shall be a majority of the Board who are in good standing.

SECTION 4. Special Board Meetings. Special meetings of the Board of Directors may be called by the President, or shall be called by the Recording Secretary upon receipt of a written request signed by at least three (3) members of the Board of Directors. Such special meeting shall be held in or within 25 miles of Boise, at such place, date and hour as may be designated by the person authorized to call such a meeting. Written or telephone notice of such a meeting shall be given by the Recording Secretary to all Board members at least 5 days but not more than 15 days prior to the date of said meeting. If telephone notice is used, a written log of contacts shall become part of the minutes of that meeting. The notice/call shall state the purpose of the meeting and no other business shall be transacted thereat, unless all members of the Board of Directors are present. A quorum for such meeting shall be a majority of the Board members who are in good standing.

SECTION 5. Waiver of Notice. The giving of such notice of any special Board meeting may be waived by a Call and Waiver of Notice being signed by 90% of the members of the Board of Directors in good standing.

SECTION 6. Voting. Each regular member in good standing whose dues are paid for the current year shall be entitled to one vote for each motion, or each office during an election, at any meeting of the Club at which he is present. Proxy voting will not be permitted at any Club meeting or election.

SECTION 7. Attendance. The Recording Secretary shall note in the minutes the names of the members attending each meeting. Any member missing 50% of the prior 6 months of General Membership meetings will automatically be dropped to a non-voting status. In order to be reinstated to voting status, such member must attend two (2) consecutive regular General Membership Meetings. Voting privileges will be reinstated at the second meeting. Such non-voting member shall not lose any other right, benefit or privilege as a member of the Club, except the right to vote at any meeting of the Club prior to the member's reinstatement.

ARTICLE III. OFFICERS AND DIRECTORS

SECTION 1. Board of Directors. The Board of Directors shall be comprised of the President, Vice President, Recording Secretary, and Treasurer and three (3) Directors, all of whom shall be members in good standing. Other board positions, as required may be added by the Board of Directors. Such officers shall serve in their respective capacity both with regard to the General Membership and its meetings, and the Board of Directors and its meetings.

SECTION 2. Duties of the Board of Directors. The general management of the Club's affairs shall be entrusted to the Board of Directors. However, if a majority of the Board feels any particular item of decision would have a major impact of the Club, then such decision should be taken to the general membership for a vote.

SECTION 3. Terms of Office. No elected officer shall hold the same office for more than two consecutive terms excepting the three director positions unless a motion of waiver is presented at a General Membership Meeting during the annual nomination proceedings. Such a change shall require a 2/3 majority of the regular voting membership in good standing present at the meeting.

SECTION 4. President. The President shall preside at all meetings of the General Membership or the Board of Directors of the Club, and shall have the duties and powers normally appurtenant to the Office of the President in addition to those particularly specified in these Bylaws.

SECTION 5. Treasurer. The Treasurer shall collect and receive all monies due or belonging to the Club. The Treasurer shall have the Club's financial records open at all times to inspection by any regular voting member in good standing of the Club and shall report in writing to the Club at every meeting the status of the Club's finances, and every item or receipt of payment not previously reported to the Club. Said report shall be broken down into income/expenses with a breakdown of which account was impacted; e.g., matches, office expense, etc. At every annual meeting, the Treasurer shall render an accounting of all monies received and expended during the previous fiscal year in a form similar to those prescribed by the Generally Accepted Accounting Principles. The Treasurer shall notify the Recording Secretary on or about February 1st as to those members whose membership has lapsed as set out in Section 2.11.

SECTION 6. Vice President. The Vice President shall have the duties and exercise the powers of the President in case of the President's absence or incapacity. In addition, the Vice President shall be the liaison to the Trial/Event Chairperson.

SECTION 7. Recording Secretary. The Recording Secretary shall keep minutes of all the General and Board meetings of the Club, shall keep a record of the members attending any meetings and determine if a quorum is present to conduct business, and shall keep a record of all matters which shall be ordered by the Club. The Recording Secretary shall be in charge of the correspondence, notify members of their election to office, keep a list of the members of the Club with their addresses, collect the member sign in sheet from each General Membership meeting and attach it to the minutes of that meeting, and carry out such other duties as prescribed in these Bylaws.

In addition, the Recording Secretary shall regularly check the Club's mailbox for incoming correspondence. In addition to the above duties, the Recording Secretary shall carry out the responsibilities as set forth in Section 7.03, Discipline Committee.

SECTION 8. Directors. One or two board members will be elected at each annual meeting to serve for a two-year term on the Board of Directors, for a total of three (3) Board positions.

SECTION 9. Vacancies. Any vacancy of an office on the Board of Directors occurring during the year shall be filled for the unexpired term of office by a majority vote of the members of the Board of Directors in good standing. The exception being that of the position of the President, in which case the Vice-President shall assume the position of the President and the Vice-President position shall be filled by a majority vote of the Board of Directors in good standing. A member's seat on the Board may become vacant by expulsion as provided in Article VI of these Bylaws.

ARTICLE IV. THE FISCAL YEAR, ANNUAL MEETING AND ELECTIONS

SECTION 1. Fiscal Year. The fiscal year of the Club shall be January 1st to December 31st. The official year of the Club shall begin at the January meeting.

SECTION 2. Annual Meeting. The annual meeting of the Club shall be held on the first Monday in November of each year. At this meeting, in addition to regular Club business, elections shall be held. Those elected shall take office as of January 1st.

SECTION 3. Nominating Committee. During the month of September, the Board shall select a Nominating Committee consisting of three members and two alternates. One of these committee members shall be a Board member and the other two committee members shall be regular members in good standing, one of which shall be a non-Board member. The Recording Secretary shall immediately notify in writing the committee persons and their alternates of their selection. The Board shall name the chairperson of this committee and it shall be the chairperson's duty to call a committee meeting which shall be held on or before September 15th of that year.

SECTION 4. Nominations. The Committee shall nominate at least one candidate for each office and for each available director position. After securing the consent of each nominated person, the Committee shall immediately report to the Recording Secretary in writing of their nominations. Upon receipt of the Nominating Committee's report, the Recording Secretary shall, on or before October 15th, notify all Club members, in writing, of the nominations. All candidates for the Board of Directors must have attended at least 50% of the meetings of the current fiscal year and be in good standing.

SECTION 5. Additional Nominations. Additional nominations may be made at the Annual Meeting in November by any member in attendance. For any additional nominations, those so nominated must either accept the nomination in person, or have a letter of acceptance of nomination presented to the Recording Secretary by any member present at that meeting.

SECTION 6. Elections. The election shall be held in the following order: President, Treasurer, Vice President, Recording Secretary, Vacant Director Position #1 and/or Vacant Director #2. The nominated candidate receiving the greatest number of votes for each position shall be declared elected. Elected officers and directors assume their duties at the January meeting. Each retiring officer shall turn over to their successor in office all properties and records relating to that office by January 1st of that year.

ARTICLE V. COMMITTEES

SECTION 1. General. The Board of Directors may, at the commencement of their term in January, or at any other time as may serve the Club, appoint standing or special committees to advance the work of the Club. Such committees shall always be subject to the final authority of the Board. **SECTION 2. Trial/Event Committee.** The Vice President shall be the liaison to the Chairperson of the Trial/Event Committee. The responsibility of the Trial/Event Committee includes, but is not limited to, agility trials, sanctioned and non-sanctioned fun matches.

SECTION 3. Standing Committees. A standing committee is one which is ongoing in nature. Said committee members' terms shall be the same as that year's current officers and directors, and shall expire in January 1st when the new officers and directors take office in January. The new officers and directors, at their discretion, may appoint the same members on such committees. Standing committees may include, but are not limited to, education, training, equipment, awards, budget, historian, and policy & procedures.

SECTION 4. Special Committees. A special committee is one which is formed for the sole purpose of completing or transacting one particular item of business or project, and as such, is automatically terminated, without order of the Board, at the completion of its purpose and presentation of their written final report.

SECTION 5. Termination of Committee Assignments. Any committee or individual appointment may be terminated by a majority vote of the Board upon written notice to the appointee(s), and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI. DISCIPLINE

SECTION 1. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of \$25.00 which shall be forfeited if such charges are not sustained by the Board of Directors following a hearing. The Recording Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club, 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 less than three (3) weeks nor more than six (6) weeks thereafter. The Recording Secretary shall promptly send one copy of the charges to the accused member by certified mail with return receipt together with a notice of the hearing and an assurance that the defendant may personally appear in their own defense and bring witnesses and/or counsel if they wish. Both complainant and defendant shall be treated uniformly in that regard.

SECTION 2. Board Hearing. The Board hearing shall not be open to the General Membership. The Board hearing shall be attended by at least 75% of the current Board Members. After the Board hears all the evidence and testimony presented by the complainant and defendant, the Board may, by a majority vote, suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing, or expel the defendant from the club. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any. Within 30 days of receipt of the Secretary's notice of the Board's decision, the defendant has the right to appeal the Board's decision to the General Membership.

SECTION 3. Appeal to General Membership. If the defendant appeals the Board's decision, the President shall call a Special General Membership Meeting to hear the evidence within sixty (60) days but not earlier than thirty (30) days after the date of receipt of the defendant's written notice of appeal. The defendant shall have the privilege of appearing in his own behalf. The President shall read the charges and the Board's findings and shall invite the defendant, if present, to speak in their own behalf if they wish. The membership shall then vote by secret written ballot. A majority vote of those members present and in good standing shall be necessary to uphold the Board's decision. If the Board's decision is not upheld, motions from the floor for lesser punishment can be entertained. Immediately after the Special General Membership has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the decision.

ARTICLE VII. AMENDMENTS TO BYLAWS

SECTION 1. Proposal. Amendments to the Bylaws may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary, signed by not less than 20% of the regular voting membership in good standing. The Recording Secretary shall record the date of the Board meeting at which the amendments were proposed, or the date of receipt of a petition for amendment of the Bylaws. Amendments proposed by such petition shall be promptly considered by the Board of Directors. The proposed amendments must be submitted in writing to the General Membership by the Recording Secretary. These proposed amendments must be brought up for a vote by the General Membership within three (3) months of the date when the petition was received by the Recording Secretary.

SECTION 2. Passage. The Bylaws may be amended by a 2/3rds vote of the regular voting members in good standing present at any regular or special meeting for that purpose, PROVIDED, HOWEVER, that proposed amendments have been included in the notice of meeting and mailed to each member at least two weeks prior to the date of the meeting.

ARTICLE III. ORDER OF BUSINESS

SECTION 1. Board Meetings. At any meetings of the Board of Directors, the order of business, unless otherwise directed by a majority of those present, shall be as follows:

Call to Order Reading and Approval of the Minutes of the Last Board Meeting Reading of the Minutes of the Last General Membership Meeting Report of the Recording Secretary Report of the Treasurer Reports of any Committees Unfinished Business New Business Adjournment

SECTION 2. General Membership Meetings. At any meetings of the General Membership, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

Call to Order Reading of the Minutes of the last Board Meeting Reading and Approval of the last General Membership Meeting Report of the President Report of the Recording Secretary Report of the Treasurer Reading (or voting in) of any Application for Membership Reports of any Committees Election of Officers and Directors (at annual meeting only) Unfinished Business New Business Adjournment

SECTION 3. Robert's Rules of Order. The most current, unabridged edition of Robert's Rules of Order shall govern any matter not specified in these Bylaws, and may not at any time be overridden.

ARTICLE IX. DISSOLUTION

The Club may be dissolved at any time by the written consent of not less than 2/3rds of the regular voting members in good standing. In the event of the dissolution of the Club whether voluntary or involuntary, other than the purpose of reorganization, or 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 lawful debts and obligations of the Club, its property and assets shall be given to a non-profit organization for the benefit of dogs, selected by the General Membership.

D:\BARC\Bylaws Feb 8 1999.wpd (Joyce Angell) Bylaws voted in at February 8, 1999 First Meeting.

Bylaws changed November 2002.

Bylaws changed June, 2004.

Bylaws changed October, 2019.