

Derby City Agility Association, Inc.
Constitution and Bylaws
Adopted 1991
Amended October 2010

Constitution

Article 1
Name and Objectives

Section 1. The name of the club shall be the Derby City Agility Association, Inc.

Section 2. The objectives of the club shall be:

- a) To do all in its power to protect and advance the interests of agility by encouraging sportsmanlike competition at agility test and trials;
- b) To conduct sanctioned and licensed agility test and trials.

Section 3. This 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.

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.

Bylaws

Article I
Locations

Section 1. Locations: The principal office of the Corporation shall be in Louisville, Jefferson County, Kentucky and the Corporation shall have and continuously maintain in said city a Registered Agent. The Board of Directors may change the Registered Agent from time to time.

Article II
Members, Memberships and Dues

Section 1. Classes of Members: The Club may have four (4) classes of members. The designation of such classes and the qualifications and rights of the members of each class shall be as follows:

- a) *Active Members:* Any person over the age of 18 years of age, who is in good standing with the American Kennel Club and any other dog organization, will be considered an active member.
- b) *Family Members:* For two or more persons residing at the same permanent address.
- c) *Junior Members:* Members' children who are under eighteen (18) years of age. Any child of an Active member reaching maturity, eighteen (18) years, and still living at home and under parental or guardian support is considered a Junior Member.
- d) *Lifelong Members:* Any Active Member after a total of twenty-five (25) years of Active Membership that fulfills the requirements set forth in Article II, Section 2 – b.

All Lifelong Members shall have a voice in the management of the affairs of the Corporation and shall be entitled to vote on all matters brought before the Organization, except for election of Officers and Amendment to the Bylaws, which shall be controlled by Article V and VI.

In all Club matters, regular members and lifelong members shall be entitled to one vote and family members shall be entitled to two votes. All Active Members, Lifelong Members and Family Members shall have a voice in the management of the affairs of the Corporation and shall be entitled to vote on all matters brought before the Organization, except for election of Officers and Amendments to the Bylaws which shall be controlled by Article V and VI.

Section 2. Admission to Membership:

- a) *Active Members:* Application for Membership shall be submitted in writing to the Secretary. Accompanying the application, the prospective member shall submit payment of dues for the first year. All applications shall be sponsored by two (2) Active or Lifelong members in good standing. The name of the prospective member will then be published in the club newsletter. The prospective member will be voted on at the following meeting, after publication. If more than ¼ of the Members present object to the admission of said applicant, admission shall be denied and the first years dues paid above shall be refunded.
- b) *Lifelong Membership:* After a total of twenty-five (25) years of Active Membership of any Member, the Secretary will present his/her name, if he/she so desires, for a vote by the general Membership, for a Lifelong Membership. This must be approved by ¾ of the Members present.

Section 3. Termination of Membership:

- a) *By Lapsing:* A Membership will be considered lapsed and automatically terminated if such Member's dues remain unpaid forty-five (45) days after the first day of January. If for good reason the Board of Directors may vote to extend, for not more than ninety (90) days, the time for payment of such dues. In **NO** case may a person be entitled to vote or take active part in any Club meetings whose dues are unpaid as of the date of that meeting; nor will a person be allowed to participate in any Club activities, including training, until their dues are paid. Furthermore, anyone owing past due bills will not be permitted to renew Membership until such bills are paid in full. For this purpose all Committee heads will give the Treasurer a list of any member owing unpaid bills as of October 31st.

The Officers will be responsible for seeing that anyone who is not in good standing does not train on the grounds, and the Secretary will be responsible for seeing that anyone not in good standing does not take an active part in the meetings, nor be allowed to vote.

Any Member whose Membership has been terminated and who wishes to be reinstated must apply for Membership in exactly the same manner as a new member.

Any outstanding debts owed to the Club, including but not limited to past dues owed, must be paid in full before Membership application can be renewed, cannot participate actively in meetings, cannot vote, and cannot hold an office.

- b) *By Expulsion:* A Membership may be terminated by expulsion as provided in Article VI of these Bylaws.

Section 4. Dues:

- a) *Annual Dues:* The annual dues for Active Members, Family Members and Junior Members shall be determined from time to time by the Membership of the Club set by a vote of 2/3 of the Members present. Dues are payable on or before the first day of November of each year.
- b) *New Members Dues:* Members joining and paying their first annual dues after August 15th in any year will be credited as having paid their dues to October 31st of the following year.
- c) *Dues Notification:* During the month of October, the Secretary shall send to each Member a statement of his/her dues for the ensuing year. The dues statement may be sent electronically to all Members with active e-mail addresses, all others will be sent written mail notification.
- d) *Dues Exemption:* Lifelong Members shall not pay dues.
- e) *Financial Obligations:* Dues obligations are considered a debt and they become incurred on the first day of January each year.

Article III Meetings

Section 1. Type of Meetings:

- a) *Regular Meetings:* Regular meetings of the Members shall be held at intervals of approximately thirty (30) days, at such time and place as the Club may decide.
- b) *Special Meetings:* Special meetings of the Members may be called by the President or the Board of Directors. Such a meeting shall be called by the Secretary upon receipt of a petition of five (5) Active and/or Lifelong Members that are in good standing.

Section 2. Notification of Meetings: Electronic notice to all Members with active e-mail addresses, else written mailed notification, shall be given to each Active Member, Family Member and Lifelong Member of all meetings of the Club. These notices may be published within the Club's official newsletter, as opposed to a separate e-mail/ mailing. Notification of special meetings shall state the object of such a meeting and shall be received at least ten (10) days before the meeting.

Section 3. Quorum: Seven (7) of the Active Members, Family Members and Lifelong Members shall constitute a quorum for the transaction of business at any meeting of the Membership.

Article IV Directors and Officers

Section 1. Board of Directors: The Board shall be comprised of the officers and three (3) other persons, 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 election meeting as provided in Article V, Section 2 and shall serve until the end of the club's official year. General management of the club's affairs shall be entrusted to the Board of Directors. The retiring President will automatically become a member of the Board for the year following his/her term as President, making a total of four (4) Officers and four(4) members.

- a) The scheduling of time and facility for the Board's initial meeting shall be the responsibility of the President elect. This initial meeting will be held prior to the first regular Club meeting after the Board assumes office. The President-elect shall serve as Chairman of the Board and the Secretary-elect shall serve as Secretary to the Board.
- b) The Board, at this initial meeting, shall study, outline, and recommend a budget for the year of their office. The President will select and recommend to the Board the needed standing committees and their heads.
- c) The Board shall study all proposals or motions for expenditures of \$100.00 or more that are not included in or exceeds budgetary allotments. The Board will submit a recommendation to the Membership at the next regular meeting. No payment or commitment shall be made by any Member prior to the Membership's decision regarding the Board's recommendation.
- d) All proposals for changes, additions, or deletions to the rules of the Club will be referred to the Board of Directors for study and recommendation. The committee's will study, evaluate, and make recommendations concerning all management, finances, and policy matters of the Club.
- e) Minutes of the Board Meetings will be announced at the following regular meeting of the Club. Recommendations made at the Board Meetings will be announced at the following regular meetings of the Club, for Membership decision.
- f) In matters of time sensitivity, potential detriment to the best interests of the Club or a threat to the sustainability of the Club, the Board of Directors may act immediately, without Membership approval to insure the Club is the recipient of the best possible outcome. The Board of Directors will announce the actions taken at the following regular meeting.
- g) Other than the initial meeting of the Board of Directors outlined earlier in this Article, meetings will be held as need determines and called by the Chairman of the Board.

Section 2. Officers. The club's officers, consisting of the President, Vice President, Secretary and Treasurer, shall serve in their respective capacities with regard to both the club and its meetings and the Board and its meetings.

- 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 President in addition to those particularly specified in these bylaws. He/She shall be a member of all standing committees.
- b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- c) The Secretary shall keep the 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; shall have charge of the correspondence, 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 with their addresses, and carry out such other duties as a prescribed in these bylaws
- d) The Treasurer shall collect and receive all moneys due or belonging to the club. The Treasurer will report each month at the regular meeting. The Treasurer shall sign all checks with the additional signature of the President for any amounts exceeding \$1000.00, if possible. If two (2) signatures, Treasurer and President are not possible, then the Treasurer must schedule a review of all outgoing moneys with the President within thirty (30) days of the date of the transaction. Moneys shall be deposited in a bank designated by the Board, in the name of the club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting of the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The books should be formally audited annually or at any time the Treasurer may change in a fiscal year, by a person other than the current Treasurer or immediate past Treasurer.

Section 3. Vacancies: Any vacancies occurring on the Board or among the Officers during the year shall be filled (until the next annual election) by a majority vote of all the then 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 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.

Article V Committees

Section 1. The Board may each year appoint persons to standing committees to advance the work of the club such matters as agility tests and trials, finances, awards and trophies, hospitality and raffle, equipment and training site, Membership and other fields which may well be served by 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 appointee and the Board may appoint successors to those persons whose services have been terminated.

Article VI

The Club Year and Elections

Section 1. Club Year: The Club year shall run from the 1st day of January to the 31st day of December.

Section 2. Election Meeting: The Election Meeting shall be held in the month of November at which time Officers and the three (3) other Members of the Board of Directors for the ensuing year shall be elected by secret written ballot, absentee votes may be made by electronic e-mail to Club Secretary or mailed ballot to Club Secretary dated no later than October 30th, from among those nominated in accordance with that section of this Article. They shall take office on the 1st day of January and shall hold office until the following December 31st. Each retiring Officer shall turn over to his/her successor in office all properties and records relating to that office by January 15th.

Section 3. Nominations: No person may be a candidate in a Club election who has not been nominated. During the month of July, the Board shall select a Nominating Committee consisting of three(3) members and two (2) alternates, not more than one of who may be a Member of the Board. The Secretary shall immediately notify the committeemen and two (2) alternates of their selection. The Board shall name a Chairman for the Committee and it shall be his/her duty to call a committee meeting, which shall be held on or before September 1st.

- a) The committee shall nominate at least one candidate for each office, and at least three(3) candidates for the other three (3) positions on the Board. After securing the consent of each person so nominated, the Committee shall immediately report their nominations to the Secretary in writing.
- b) Upon receipt of the Nominating Committee's report, the Secretary shall notify all Members electronically with active e-mail addresses, else written mailed notification, to each Active Member, Family Member and Lifelong Member of the Club, the candidates so nominated BEFORE September 15th. These nominations may be published within the Club's official newsletter, as opposed to a separate e-mail/ mailing.
- c) Additional nominations may be made at the October meeting by any Member in attendance, provided that the person so 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 nominator shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate.
- d) Nominations cannot be made at the election meeting or in any other manner other than as provided in this Section.

- e) Only members in good standing for the immediate preceding six (6) months and who have attended at least three (3) regular meetings in the past calendar year shall be entitled to run for office.
- f) All elected Officers and Board Members must attend a minimum of three (3) meetings in the calendar year or they can be replaced by the Board of Officers of DCAA.

Section 4. *Voting and Election Prodedures:*

- a) The president shall appoint two (2) tabulators (none of who are nominees for any office).
- b) Only Members in good standing for the immediate preceding six (6) months and who have attended at least three(3) regular meetings in the past calendar year shall be entitled to vote.
- c) Should there be more than two (2) candidate running for any office, with the exception of the Board of Directors, and in the event of a tie for the top two (2) vote getters, the candidates with the greater number of votes on the first ballot will be voted upon in an immediate runoff ballot. The one (1) receiving the greater number of votes in the runoff ballot shall be declared elected.
- d) Should there be more that six (6) candidates running for the Board of Directors, and in the event of a tie for the top six (6) vote getters, the candidates receiving the six (6) most numbers of votes on the first ballot will be voted upon in an immediate runoff ballot. The three (3) receiving the greater number of votes shall be declared elected.
- e) Tabulation of the ballots should be done in the following order:
 - I .President
 - ii. Vice-President
 - iii. Secretary
 - iv. Treasurer
 - v. Board of Directors

**Article VII
Discipline**

Section 1. *American Kennel Club Or Any Other Dog Organization Suspension.* Any member who is suspended from the privileges of The American Kennel Club or any other dog organization automatically shall be suspended from the privileges of this 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. Written charges with specifications must be filed in duplicate with a deposit of \$25, which 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 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 prejudicial conduct, it may refuse the entertain jurisdiction. If the Board entertains jurisdiction of the

charges, it shall fix a date of hearing by the Board not less than three (3) weeks or 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.

Section 3. 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 the 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 reprimand or suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. Moreover, if it deems that punishment insufficient, it may recommend to the Membership that a penalty greater or lesser than provided in these guidelines. In such cases, the suspension or penalty shall not restrict the Defendant's right to appear before his fellow members at the ensuing Club 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 three (3) 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 in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the Defendant, if present, to speak on his/her own behalf if he/she so wishes. The Members 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 so voted, the Board's suspension shall stand.

Article VIII Amendments

Section 1. The Bylaws may be amended by a 2/3 vote of the Members present and eligible to vote at any regular or special meeting called for that purpose. Publish in Teeter Totter two (2) weeks prior to meeting to change bylaw.

Section 2. Only Members in good standing for the immediate preceding six (6) months and who have attended at least three (3) regular meetings in the past calendar year shall be entitled to vote.

Article IX Parliamentary Procedures

Section 1. The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and other special rules of order the club may adopt.

Article X Dissolution

Section 1. The club may be dissolved at any time by the written consent of not less than 2/3 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 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 XI Training

Section 1. *Training Classes:*

- a) The number of training classes and the time and place of such classes will, from time to time, be determined by the Membership as the need arises.
- b) The conditions attached to all training classes, the amount of training, fees and the requirements for graduation shall be determined by the Members.