

FOURTH DRAFT- JAN 29, 2010

**Paws Unlimited, Inc.
And DBA
Grand Rapids Area Canines
Constitution and Bylaws**

CONSTITUTION

Article I. Name. This club shall be known as Paws Unlimited and Grand Rapids Area Canines, DBA, hereinafter also referred to as the "Club".

Article II. Objectives. The objectives of the Club shall be:

1. to conduct UKC Obedience trials and UKC Rally Obedience Trials.
2. to conduct other UKC events for which we may become licensed.
3. to promote the training and exhibition of all dogs.

Article III. Club Profits. 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 benefit any member or individual.

Article IV. Revisions. 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. There shall be 3 types of membership open to persons who subscribe to the purposes and objectives of the Club and are in good standing with U.K.C.

Section 2. Types of membership.

Section 2.1. Single membership. Open to persons 18 years of age or older. Single members are entitled to one vote and are eligible to hold office in the Club.

Section 2.2. Family/Household membership. Open to any two persons in a household 18 years of age or older and their children under 18 living in the household. Each Family/Household membership is entitled to two votes but only one member may hold office at any one time.

Section 2.3. Junior membership. Junior membership is open to any individual who is under eighteen years of age. Juniors may convert to Single membership upon reaching their 18th birthday. Junior members shall not be entitled to vote or

eligible to hold office, but shall be eligible for annual trophies or awards offered by or through the Club.

Section 3. Dues

Section 3.1. Amount. Annual membership dues shall be set by the Board of Directors and approved by the membership **August meeting**, not to exceed \$50 per person per year.

Section 3.2. Payment of dues. Dues are payable on or before the first day of January of each year.

Section 3.3. Dues statement. In November and December of each year, the Treasurer shall send a notice of dues for the ensuing year. The Club newsletter may be used for this notice.

Section 3.4. Nonpayment of dues. No member may vote whose dues are not paid for the current year. The membership of any member who has not paid his dues before March 1 of any calendar year shall lapse.

Section 4. Application for membership.

Section 4.1. Submitting the application. Each applicant for membership in the Club shall apply on a board-approved Application for Membership, which shall provide that the applicant agrees to abide by the Constitution and Bylaws of the Club and the rules and regulations of the United Kennel Club. The prospective member shall submit the completed application and dues payment for the current year to the Membership Secretary.

Section 4.2. Sponsors. Each application shall be endorsed by two Club members in good standing.

Section 4.3. Publication of applicants' names in newsletter. The name and city of residence of each applicant, the names of each applicant's sponsors, and a deadline for submitting comments shall be published in the first Club newsletter published after the application is submitted. Comments regarding the applicant must be submitted to the **Membership** Secretary in writing by any member of the Club in good standing. The deadline for comments shall be **15** days after the publication date of the newsletter. The **Membership** Secretary shall provide all comments to the Board of Directors at the first Board meeting after the deadline for comments.

Section 5. Election To Membership. Applicants may be elected by secret ballot at the next meeting of the Board of Directors or by secret vote of the Directors by email to the **Membership** Secretary; except that no email vote may be initiated until each Board member has received a copy of all comments on the application

from the Membership Secretary. Affirmative votes of a majority of the Directors present at a meeting of the Board or of the entire responding Board Members voting by mail or email shall be required to elect an applicant.

Section 6. Rejected Applications. Either sponsor of any applicant whose membership application is rejected by the Board may personally present the application at the next meeting of the Club. The Club membership may elect such applicant by secret ballot and a favorable vote of 75 percent of the members present, in good standing, and voting.

Section 7. Termination Of Membership. Memberships may be terminated for any of the following reasons:

Section 7.1. Resignation. Any member in good standing may resign from the Club upon written notice to the Secretary. Resignation shall not discharge or eliminate any debt owed to the Club. Dues are considered an obligation to the Club and are incurred the first day of each fiscal year.

Section 7.2. Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after March 1. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of the meeting. Dues paid at such a meeting allow that member reinstatement of voting rights.

Section 7.3. Suspension. Any member who is suspended or barred from the privileges of the United Kennel Club is automatically suspended or barred from the privileges of membership in the Club for the same period of time.

Section 7.4. Expulsion. A membership may be terminated by expulsion as provided in Article VIII, Section 4 of these bylaws.

Article II. Club Year.

Section 1. Fiscal Year. The Club's fiscal year shall begin on the 1st day of January and end on the last day of December.

Section 2. Official Year. The Club's official year shall begin on the 1st day of January and end on the last day of December.

Article III. Meetings.

Section 1. Regular membership meetings. Regular membership meetings of the Club shall be held **on the 4th Tuesday of February, April, June, August, September and November** at such time and place as may be designated by the Board of Directors. Written notice of the time, place and location of this meeting shall be mailed not later than **7** days prior to the meeting.

Section 2. November meeting. Election of the officers and Members at Large for the coming year shall be held at the **November** membership meeting at such time and place as may be designated by the Board of Directors. Written notice of the time, place and location of this meeting shall be mailed not later than **15** days prior to the meeting.

Section 3. Special Club meetings. Special meetings may be called by the President or by a majority vote of the members of the Board of Directors who are present and voting at any meeting of the Board or who vote by email. Also, a Special Meeting shall be called by the Secretary upon receipt of a petition signed by 10 percent of the members of the Club who are in good standing. Such special meetings shall be held at a place, date and hour as may be designated by the person or persons authorized herein to call such a meeting. Written notice of such a meeting shall be mailed by the Secretary at least **5 days** and not more than **fifteen (15)** days prior to the date of the meeting, and said notice shall state the purpose of the meeting and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20 percent of the members in good standing and living in Kent County.

Section 4. Board meetings. Meetings of the Board of Directors shall be held at such times and places as the Board of Directors shall determine. Written notice of each such meeting shall be sent by the Secretary at least **5** days prior to the date of the meeting.

Section 5. Special Board meetings. Special meetings of the Board may be called by the Club President, Vice President, or by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meeting shall be held at such time and place as may be designated by the person authorized to call such meeting. The Secretary shall mail or email notice of such meeting at least **5** days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board.

Section 6. Quorum.

Section 6.1. Membership meetings. The quorum for all Club membership meetings shall be 20 percent of the members in good standing living in Kent County.

Section 6.2. Board meetings. The quorum for all Club Board meetings shall be a majority of the Board.

Section 7. Voting. Each Club member in good standing whose dues are paid for the current year shall be entitled to vote at any membership meeting at which the member is present. Proxy voting shall not be permitted.

Article IV. Directors and Officers.

Section 1. Board of Directors. The Board of Directors shall be composed of the four Officers and two additional directors, all of whom shall be members in good standing and all of whom shall be elected as provided in Article V and shall serve until their successors take office. In addition, the immediate past President shall serve as a non-voting member of the board for a period of one year only. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. Term of Office. The Officers of the Club shall serve for one year or until their successors take office. No person may hold more than one office per term. The other members of the Board of Directors shall be elected one year terms. Any director who misses two board meetings within an Club year shall be removed from the Board of Directors, unless a majority of the board members present and voting at the meeting from which the director is absent for the second time votes to excuse one or both of the absences.

Section 3. 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. All Officers must be in good standing with the United Kennel Club.

Section 3.1. President. The President shall preside at all meetings of the Club and of the Board of Directors, 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 3.2. Vice President. The Vice President shall assist the President when and where possible. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

Section 3.3. Secretary. The Secretary shall keep a written 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, including but not limited to:

- a. Notifying members of meetings and events;
- b. Preparing, printing, and mailing official Club ballots;
- c. In the death, absence or incapacity of the President and Vice President, carrying out the duties and exercising the powers of the President; and
- d. Carrying out other such duties as prescribed in these bylaws.

Section 3.4. Treasurer. The Treasurer shall receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank checking account designated

by the board, in the name of the Club. The books shall at all times be accurate, up to date, and open to inspection by the board. A report shall be given at every Board meeting on the condition of the Club's finances and every item of receipt or payment not before reported; and an accounting shall be rendered of all moneys received and expended during the previous fiscal year **at the February meeting**. In the event of the resignation, death or expulsion of the Treasurer, all moneys and account books of the Club shall be handed over to the Board of Directors until the office of Treasurer is filled. The President shall sign all checks during this interim period.

Section 4. Resignations. Any director may resign at any time by giving a written notice to the secretary of the club. Such resignation shall take effect at the time specified therein, and unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. Any vacancies occurring on the Board or among the offices 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 President shall be filled automatically by the Vice President and resulting vacancy in the office of Vice President shall be filled by the board.

Section 6. Compensation. The members of the board shall serve without compensation for time or labor but may be compensated for reasonable and necessary expenses.

Article V. Elections.

Section 1. Annual Elections. The election of Officers and directors by the membership shall be conducted by secret written ballot, The candidate receiving the greatest number of votes for each office or position on the board shall be declared elected.

Section 2. Nominations. No person may be a candidate for an office or position on the Board who has not been nominated. No person shall be nominated for more than one position. If there is more than one candidate for any office, election shall be by secret ballot.

Section 2.1. Any member may nominate any member in good standing at the September meeting. If the person is not in attendance to accept the nomination, a written acceptance but be submitted.

Section 2.2 Additional Nominations. Additional nominations may be made by any Club member at the November meeting and must be accompanied by a written acceptance of the nomination if that person is not at the meeting.

Section 2.4. Election Results. Election results will be announced immediately following the counting of the ballots.

Section 2.5. Change of Officers and Board Members. The newly-elected Officers and board members shall take office on January one of the following year. Each retiring Officer and board member shall turn over to his/her successor in office all properties and records relating to that office by January one.

Article VI. Contracts, Loans, Checks.

Section 1. Contracts. The Board may authorize any Officer, agent or employee to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club.

Section 2. Loans. No loan shall be contracted on behalf of the Club, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Club shall be signed by the Club Treasurer or President.

Article VII. Committees.

Section 1. Appointing Committees. The Board shall each year appoint such standing committees as needed to advance the operation of the Club or to aid the board on particular projects. Such committees shall always be subject to the final authority of the Board.

Section 2. Terminating Committee Appointments. Any committee appointment may be terminated by majority vote of the full membership of the board upon full written notice to the appointee, and the board may appoint successors to those persons whose service has been terminated.

Article VIII. Discipline.

Section 1. United Kennel Club Suspension. Any member who is suspended from the privileges of the United Kennel Club shall be automatically 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 the Secretary together with a deposit of \$25.00, 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 or the breed. If the Board considers that the charges do not allege prejudicial conduct, the Board may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three weeks or more than six 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 respondent 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 respondent shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and respondent, the Board may by a majority vote of those present suspend the respondent from all privileges of the Club for not more than six months from the date of the hearing. If the Board 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 respondent'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 3 of this Article. The respondent shall have the privilege of appearing in his or her own behalf though no evidence shall be taken to this meeting. The President shall read the charges, and the findings and recommendations, and shall invite the respondent, if present, to speak on his/her own behalf. The meeting shall then vote by secret written 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 suspension shall stand.

Article IX. Amendments.

Section 1. Proposing Amendments. 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 the recommendations of the board by the Secretary for a vote **within four months from the date when the petition was received by the Secretary**

Section 2. Tally Committee. At the same time, or immediately before submitting a proposed amendment to the Constitution or Bylaws, the Board of Directors shall select three Club members, living within reasonable driving distance of one another, to serve as the Tally Committee on proposed amendments to the Constitution and Bylaws, and count ballots. The board shall name one member of this committee as Chairperson, who shall receive all mail-in ballots and who shall report the results of the election to the Club Secretary.

Section 3. Publishing Proposed Amendments. Proposed amendments must be mailed and include the recommendations of the board. The Secretary shall mail to each member in good standing a ballot listing all proposed amendments, together with an envelope addressed to the Chairperson of the Tally Committee. Ballots may be mailed with a club newsletter.

Section 4. Voting Procedures. Ballots shall be returned, counted, and results announced in accordance with the procedures outlined in Section 2 of this article. The favorable vote of 2/3 of the members in good standing who return valid ballots within the specified time limit shall be required to effect such a proposed amendment.

Section 5. UKC Approval. No amendment to the constitution and bylaws that is adopted by the Club shall become effective until it has been approved by UKC.

Article X. Dissolution. The Club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In the event of the dissolution of the Club, whether voluntary or involuntary or by operation of law, other than for purposes of reorganization, 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 the Grand Rapids agility club if still in existence, or a non profit organization for the benefit of dogs selected by the Board.

Article XI. Order of Business.

Section 1. 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 President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Election of officers and board (at annual meeting) Unfinished business
- New business
- Adjournment

Section 2. Board Meetings. At meetings of the board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Roll Call
Reading of minutes of last meeting
Report of Secretary
Report of Treasurer
Reports of committees
Unfinished business
Election of new members
New business
Adjournment

Article XIII. Certification. We hereby certify that the foregoing Constitution and Bylaws, consisting of [#] pages, including this page, constitute the Bylaws of the Club, duly adopted by its Board of Directors at a meeting properly noticed and held, and at which a quorum was present on the [insert date].

(Print name underline and sign above), President Date _____

(Print name underline and sign above), Vice-President Date _____

(Print name underline and sign above), Secretary Date _____

(Print name underline and sign above), Treasurer Date _____