

**Bylaws of Willamette Agility Group  
Adopted**

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## **Article 1. Purpose**

Section 1. Purpose. The purposes of Willamette Agility Group, hereinafter referred to as the corporation WAG are exclusively those allowed for organizations defined under Sec. 501(c)(7) of the Internal Revenue Code. Within these limits, the purposes of WAG include:

- (A) To teach members and their dogs the proper techniques for the safe performance of dog agility for the enjoyment by both the member and the dog.
- (B) To promote interest in the sport of dog agility by giving public demonstrations and to offer training classes and seminars.
- (C) To conduct fun events within "WAG" and with other agility organizations.
- (D) To sponsor sanctioned events under the rules of the United States Dog Agility Association, North American Dog Agility Council and other similar organizations.

Section 2. No Discrimination. WAG shall not discriminate against any person on the basis of race, nationality, place of origin, ethnic background, religion, gender, sexual orientation, marital status, economics class, age, or mental or physical handicap or disability.

## **Article II. General Provisions**

### Section 1. Means of Notice and Voting.

- (A) Notice of a proposed meeting or action may be provided to the address provided by the member to the membership secretary by:
  - i. U.S. mail delivered by any class; or
  - ii. Electronic mail (email).
- (B) Voting on any decision may be made by a member not physically present at a meeting place, to the chair of the board before a date established by the chair.

### Section 2. Waiver of Notice.

- (A) A voting member may at any time waive any notice required by the Articles or bylaws. A member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting.
- (B) A board member may at any time waive any notice required by the Articles or bylaws. A board member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting.

Section 3. No Proxy Voting. There shall be no proxy voting at any meeting of the voting members or the Board of Directors as part of reaching any decision.

Section 4. Conduct of Meetings. The current edition of Roberts Rules of Order shall be used to resolve questions or disputes over proper corporate procedures, unless the Board votes otherwise, either in specific instances or for general procedures.

Section 5. Conflict of Interest. Directors shall declare the existence of any direct or indirect conflict of interest, financial or otherwise, disclose its nature on the record, and abstain from voting on that matter. A conflict of interest is always present when a vote concerns a director's personal financial interests of those of his family. Directors and officers of WAG may enter into transactions or contracts with WAG, subject to the limitations of law, the Articles of Incorporation and these bylaws regarding such dealings. All transactions of WAG involving the personal financial interests of directors, officers or employees shall adhere to standard business practices without special considerations, special compensation, or special benefit to any person as a result of the corporate role of a director, officer or employee.

Section 6. Articles of Incorporation and Bylaws. The Board of Directors shall have power to make, alter, amend or repeal the Articles of Incorporation or the Bylaws, by a two thirds vote of the directors then in office. However, only the voting members may adopt an amendment which alters the rights or powers of the voting members. Such amendments must be made by two thirds vote of the voting members present at a properly called membership meeting. Proper written notice must be given in advance including a brief statement of the proposed amendments.

### **Article III. Members**

Section 1. Voting and Non-Voting Limited Members. WAG shall have voting members as defined in the Oregon Nonprofit Corporation Act, and may also have non-voting Limited Members. Both voting membership and non-voting limited membership in WAG shall be open to individual persons. The Board of Directors shall determine the duties and privileges of members in those categories.

#### Section 2. Powers of Members.

- (A) Non-Voting Limited Members. The non-voting limited members shall have no power to vote on the election of directors or members, or on any other corporate matter.
- (B) Voting Members shall have the power to elect and also to remove the members of the Board of Directors of WAG.

Section 3. Records of Members. The membership secretary shall maintain a current, formal, alphabetical record of the names and addresses of voting members.

Section 4. Dues. The Board of Directors may set and may alter the amount of membership dues for voting members, by a resolution of the Board. The Board may in , it's sole

discretion, waive dues for low income members or for members who make some other form of contribution to the organization.

**Section 5. Non-Voting Limited Members**

Nonvoting limited members are those individuals who are not voting members of WAG and who enter a WAG agility trial and thereby become members for the period of the agility trial entered.

**Section 6. Qualifications and Selection of Voting Members.** The Board shall establish criteria for the qualification of voting members including required participation in the activities of WAG. The Board shall select voting members of WAG by resolution.

**Section 7. Suspension or Expulsion of Voting Members.** Voting members may be suspended or expelled by the Board of Directors. Thirty day advance written notice that the board is considering expulsion or suspension, and the reasons for that consideration, shall be sent to the member, and she or he shall be given an opportunity to be heard, either orally or in writing, not less than five days before the effective date of the suspension or removal, by the Board of Directors.

**Section 8. Resignation of Voting Members.** Any voting member may resign at any time by sending or delivering a resignation notice to the membership secretary. If a dues paying voting member is more than 31 days in default in his/her payment of the required annual dues, then that voting member is deemed by the Board to have resigned.

**Section 9. Quorum and Decision-Making for voting Membership Meetings.**

- (A) The presence of 10% of the voting members or 10 persons, whichever is greater shall constitute a quorum.
- (B) Unless a greater proportion is required by law, the Articles or Bylaws, a majority vote of the voting members present at a properly called meeting for which a quorum has been achieved is necessary and sufficient to make decisions or pass resolutions by the voting members.

**Section 10. Annual Voting Membership Meeting.** There shall be at least one annual meeting of the voting members each year, which shall be held during the first quarter of the calendar year each year. Voting members shall then elect persons to fill any vacancies on the Board of Directors, and also on any other matters for which proper notice was given. The failure to hold an annual meeting does not affect the validity of the corporate action.

**Section 11. Other Voting Membership Meetings.**

- (A) Regular, scheduled meetings of the voting membership may be held at times and locations determined by the Board of Directors.
- (B) Special meetings of the voting membership may be called by the Board of Directors or by a quorum of the voting members for the purpose of election or removal of directors or for any other matter properly delegated to them by the

Board of Directors. Only the business for which a special meeting is called may be transacted at the meeting. Notice of the meeting must specify the purpose(s) for which the meeting is called.

Section 12. Notice of Voting Membership Meetings. Notice of every membership meeting shall be sent to each voting member. Notice shall be sent no less than 15 days before the meeting and the notice shall contain the date, time, location and the purpose of the meeting. If proper notice was provided of a membership meeting and that meeting was postponed, notice of a rescheduled meeting shall be sent at least five days before the rescheduled meeting."

### ARTICLE III. BOARD OF DIRECTORS

Section 1. Powers of the Board. The Board of Directors shall govern the activities, financial affairs and property of WAG, and to do so it may exercise all corporate powers available under its bylaws, Articles of Incorporation and laws of Oregon.

Section 2. Qualification and Number of Directors.

- (A) Nominees for positions on the Board of Directors must have exhibited an interest in and commitment to the purposes of WAG.
- (B) The Board of Directors shall consist of five to twenty members.

Section 3. Selection, Terms, Resignation and Vacancy of Directors.

- (A) Each new director shall be elected by the voting members at the annual meeting of the members held for that purpose, unless otherwise resolved by the Board. New directors shall be elected by a voice vote . The Board of Directors may appoint a director to fill any vacancy in the Board as soon as is practical.
- (B) Directors shall serve one year terms. However, unless they formally resign or are removed from office, directors shall remain in office until their successors are properly elected, designated or appointed. There is no limit to the number of terms, successive or otherwise, a director may serve.
- (C) A director may resign at any time. The resignation of a director must be sent to the recording secretary or the president of the Board.
- (D) The Board of Directors may appoint a director to fill any vacancy in the Board as soon as is practical.

Section 4 Removal of Directors. All of any number of directors may be removed for causes stated in the Bylaws by a two-thirds vote of the directors in office, or by a majority vote of the voting members with or without cause, at a properly called meeting of the voting members. Proper notice must be given in advance if the removal or a director is to be considered at a meeting of the Board. Thirty day advance notice that the board is considering removal, and the reasons for that consideration, shall be sent to the director, and she or he shall be given an opportunity to respond either in writing or orally.

Section 5. Officers of the Board of Directors . The officers shall include a president, vice-president, recording secretary, membership secretary and a treasurer.

- (A) President. The president shall be the chair of the board and principal officer of WAG.
- (B) Vice-president. The vice-president shall manage the duties of the president in the absence of or as directed by the president.
- (C) Recording Secretary. The recording secretary shall keep the minutes of the meetings of the members and of the Board of Directors, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law and be custodian of the corporate records.
- (D) Membership Secretary. The membership secretary shall handle applications, determine when applicants should be presented to the board and keep a register of the mailing and electronic addresses of each member which shall be provided by the member.
- (E) Treasurer. The treasurer shall perform or oversee the performance of the following duties: a) Have charge of, custody of and be responsible for all funds and securities of the corporation; b) Receive and give receipts for money due and payable to the corporation; c) Deposit all such money in the name of the corporation in such banks or other depositories as shall be selected in accordance with these bylaws; d) Oversee or conduct all financial transactions of the corporation; e) Prepare or assist in the preparation of required state and federal reports with regard to income and disbursements and activities of the corporation.

Section 6. Quorum. At all meetings of the Board of Directors, the presence of a quorum is necessary to allow the transaction of business. A quorum is one-third of the members of the board.

Section 7

- (A) Regular and Special Meetings. If the time and place of a director's meeting is fixed by the bylaws or if the meeting is part of a regularly scheduled series of meetings set in advance by the Board of Directors, the meeting is a regular meeting. All other meetings are special meetings. Special meetings of the Board of Directors may be called either by the president or by 50% of the directors in office.
- (B) Other Meetings. When required notice is given, board meetings may be held by telephone conferences or email. A director participating in such a meeting is deemed present for purposes of a quorum.

- (C) Decisions without Meetings. The Board may make any decision or take any action within its power through a "consent resolution" in writing, setting forth the action so taken, signed or affirmed by email by all of the directors then in office.

Section 8. Notice of Board Meetings.

- (A) **REGULAR MEETINGS.** Regularly-scheduled meetings of the Board may be held without separate notice of the time, date, location and purpose of each meeting if the time and place is fixed by resolution, and all directors were originally notified of the schedule. The board may, by resolution, establish or change the dates for regular meetings, with proper notice given to all directors.
- (B) **SPECIAL MEETINGS.** Meetings of the Board must be preceded by a notice to each director, given not less than two days nor more than 30 days in advance, and if mailed there shall be five days added to the required notice period to allow for delivery. The notice shall state the date, time and place of the meeting unless the articles of incorporation or bylaws require otherwise. Notice may be by mail, hand delivery or telephone. Written notice shall be deemed delivered when actually received by the person or when actually delivered to the person's address of file with the corporation.

**ARTICLE VI. MISCELLANEOUS PROVISIONS**

**CERTIFICATE OF RECORDING SECRETARY**

I, the undersigned do hereby certify that the foregoing bylaws constitute the bylaws of Willamette Agility Group, as duly adopted at a meeting of the Board of Directors properly held on the \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_

Signed this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_

\_\_\_\_\_  
Recording Secretary of Willamette Agility Group