

WAG Bylaws Revision

Final Draft

ARTICLE I – NAME

The name of this organization shall be the Willamette Agility Group, hereinafter referred to as WAG.

ARTICLE II – PURPOSE

The purposes of WAG include:

1. 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.
2. To promote interest in the sport of dog agility by giving public demonstrations and to offer training classes and seminars.
3. To conduct fun events within WAG and with other agility organizations.
4. To sponsor sanctioned events under the rules of recognized dog agility organizations.

ARTICLE III – MEMBERSHIP

Section 1 Policy

WAG is committed to equal opportunity and nondiscrimination in all programs and activities. No one shall be denied opportunities or benefits on the basis of age, sex, color, race, creed, national origin, religious persuasion, marital status, sexual orientation, gender identity, military status, political belief or disability or breed of dog.

Section 2 Categories of Membership

1. Voting Members

- a. Voting members
 - i. Those individuals that have completed all necessary requirements and fees prescribed by the BOD and are in good standing
 - ii. They shall pay dues
 - iii. They shall have all rights, privileges and obligations of membership including the right to vote, debate, hold office, elect, and remove Board members
 - iv. There shall be individual memberships and family memberships
 1. Individual - open to all individuals who meet the membership criteria
 2. Family – open to all families whose individuals meet the membership criteria. By definition, a family shall be limited to two voting members
- b. Life members
 - i. Voting members who have rendered unusual service to WAG
 - ii. Life members shall be selected by a unanimous vote of the entire Board of Directors
 - iii. They shall have all rights, privileges and obligations of membership including the right to vote, debate, hold office, elect and remove Board members
 - iv. They shall pay no dues

2. Non-Voting Members

- a. Limited Members
 - i. Those individuals who enter a WAG agility trial and thereby become members for the period of the agility trial entered.
 - ii. Limited members shall have no power to vote, debate or hold office
 - iii. They shall pay no dues

- b. Honorary Members
 - i. Those individuals selected for their service to WAG. They shall be selected by a three-fourths vote of the entire membership of the Board of Directors.
 - ii. They are non-voting members
 - iii. They shall pay no membership dues.

Section 3 Qualifications and Selection of Members

1. Candidates for membership must complete all necessary requirements including submitting the proper application form together with any required fees
2. The Board shall establish all necessary requirements for the qualification of members
3. The Board shall select voting members by resolution

Section 4 Dues

1. The Board of Directors will determine the amount of membership dues for voting members
2. Membership will be given a minimum of thirty (30) days' notice prior to implementation of a dues increase
3. The Board may waive dues for low-income members or for members who make some other form of contribution to the organization

Section 5 Resignation of Voting Members.

1. Any voting member may resign at any time by sending or delivering a resignation notice to the membership secretary.
2. 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 6 Membership Meetings

1. Annual Meeting
 - a. 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 any other matters for which proper notice was given.
 - b. The failure to hold an annual meeting does not affect the validity of the corporate action
2. Other 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.
 - c. 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.

Section 7 Quorum

The presence of 10% of the voting members or 10 persons, whichever is greater shall constitute a quorum.

Section 8 Voting

Unless stated in the Bylaws a majority vote is necessary to make decisions or pass resolutions

ARTICLE IV OFFICERS

Section 1 – Qualifications

The officers of WAG shall be voting members in good standing and have exhibited an interest and commitment to WAG.

Section 2 – Officers

1. The officers of WAG shall be:
 - a. President
 - b. Vice President
 - c. Recording Secretary
 - d. Membership Secretary
 - e. Treasurer

Section 3 – Term of Office

The officers of WAG shall serve a one-year term or until their successor has been elected or appointed.

Section 4 – Duties of Officers

1. The officers shall perform the duties prescribed in these bylaws
2. President
 - a. Shall be the chair of the board and principal officer of WAG.
 - b. Shall serve as the spokesperson of WAG
 - c. Shall preside at all meetings of WAG
 - d. Shall be ex-officio member of all committees except the Nominating Committee
3. Vice-president.
 - a. The vice-president shall manage the duties of the president in the absence of or as directed by the president
 - b. Shall become familiar with the activities of WAG and make preparations to assume the position of president
4. Recording Secretary
 - a. The recording secretary shall keep the minutes of the meetings of the members and of the Board of Directors
5. Membership Secretary
 - a. 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
6. Treasurer
 - a. The treasurer shall perform or oversee the performance of the following duties:
 - b. Have charge of, custody of and be responsible for all funds and securities of the corporation;
 - c. Receive and give receipts for money due and payable to the corporation.
 - d. 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.
 - e. Oversee or conduct all financial transactions of the corporation.
 - f. Prepare or assist in the preparation of required state and federal reports regarding income and disbursements and activities of the corporation.

Section 5 – Election

The officers of WAG will be chosen among the members of the BOD and elected by majority vote of the BOD following the annual membership meeting.

Section 6 Vacancies

1. President – A vacancy in the office of the president will be filled by the vice-president
2. Vice-President, Membership/Recording Secretary or Treasurer – A vacancy shall be filled by an appointment agreed upon by three fourth (3/4) majority vote of BOD.

ARTICLE V BOARD OF DIRECTORS

Section 1 Composition

The Board of Directors shall consist of five to twenty members.

Section 2 Qualifications

Nominees for positions on the Board of Directors must have exhibited an interest in and commitment to the purposes of WAG.

Section 3 Term of Office

1. Directors shall serve one year terms or until their successors are properly elected, designated or appointed.
2. There is no limit to the number of terms, successive or otherwise, a director may serve.

Section 4 Duties

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 5 Election

1. 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.
2. New directors shall be elected by a voice vote.

Section 6 Vacancies

The Board of Directors may appoint a director by majority vote to fill any vacancy in the Board as soon as is practical.

Section 7 Resignation

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.

Section 8 Conflict of Interest

1. 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 or those of his family.
2. Directors of WAG may enter into transactions or contracts with WAG, following the declaration of a conflict of interest, subject to the limitations of law, the Articles of Incorporation and these bylaws regarding such dealings.
3. 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 9 Meetings

1. Regular Meetings.
 - a. Regularly scheduled meetings 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.
 - b. The board may, by resolution, establish or change the dates for regular meetings, with proper notice given to all directors.
2. Special Meetings
 - a. Special meetings 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.
 - b. 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.

Section 10 Quorum

1. At all meetings of the Board of Directors, the presence of a quorum is necessary to allow the transaction of business.
2. A quorum is one-third of the total current members of the board.

ARTICLE X – VOTING

Section 1 Method

1. Unless stated in the Bylaws a majority vote is necessary to make decisions or pass resolutions
2. There shall be no proxy voting
3. Voting may take place using any means deemed appropriate and secure by the Board of Directors

Section 2 Board of Directors

1. All actions taken by the Board outside of regular meetings of the Board, must be ratified and made a part of the minutes at the next regular Board of Directors meeting
2. Motions made during the meetings of the Board of Directors are considered to be “Board Resolutions” and are to be voted on by Board members only
3. If necessary, the Board of Directors by majority vote, can refer Board resolutions to the general membership for a vote at the next regular membership meeting

Section 3 Membership

1. Motions referred to the membership by a vote of the Board are considered “General Resolutions” and are to be voted on by the entire membership

ARTICLE VI- ELECTRONIC MEETINGS AND COMMUNICATION

Section 1: Meetings

Board of Directors meetings, membership meetings and all committees and subcommittees shall be authorized to meet by telephone conference or through other electronic communications media so long as all the members may simultaneously hear each other and participate during the meeting.

Section 2: Communication

All communication required in these bylaws including meeting notices, may be sent electronically.

ARTICLE VII COMMITTEES

Section 1 Establishment

The Board of Directors shall establish committees as deemed necessary to aid WAG in advance the work of the club in such matters as agility events, membership and other fields which may be well served by committees.

Section 2 Appointment

The President shall appoint the chairman and members of all committees.

Section 3 Vacancies and Resignations

1. A vacancy in any committee shall be filled by appointment by the President.
2. Any committee members may resign at any time by giving written notice to president.

ARTICLE VIII NOMINATIONS

1. The Board will appoint a Nominations Committee consisting of three members one of whom shall be chair.
2. It shall be the Nominations Committee responsibility to establish a slate of directors and possible officers prior to the next membership meeting.

ARTICLE IX DISCIPLINE

Section 1 Cause

Disciplinary action may be considered against any member for cause:

- conduct considered detrimental to the best interests of the club.
- activities which may jeopardize the existence of the club;
- suspension by any nationally recognized dog club; or
- conviction of violating ORS 167.315-370 or of any violation of animal cruelty, neglect or abuse laws of any state.

Section 2 Charges

1. Any member may bring charges against any member for cause.
2. Charges and appropriate evidence should be submitted in writing to the Recording Secretary.
3. The Recording Secretary shall present a copy of the charges to each Board member or present them at the next Board meeting.
4. The Board, by majority vote, shall determine if the charges meet the definition of cause.
5. If the Board determines the charges do not constitute cause the charges shall be dismissed without prejudice.
6. If the Board determines the charges constitute cause, then a hearing shall be scheduled no less than three (3) and no more than six (6) weeks following the determination.
7. The secretary shall notify the accused member of the charges and date of the hearing by any means that allows confirmation of receipt.

Section 3 Hearing

1. The complainant and the witness have the right to appear in person at the Board meeting and to bring witnesses.
2. The Board has the right to determine if counsel may attend and if witnesses may be heard.

3. The Board after hearing the evidence shall decide if the charges are warranted and substantiated by a majority vote.
4. If the charges are sustained the Board shall take one of the following actions:
 - a. Reprimand the accused
 - i. Suspend the accused from club membership for a maximum of six (6) months.
 - ii. Recommend expulsion to the membership. The accused shall be suspended pending the hearing on expulsion.
 - iii. The secretary shall notify the accused and complainant of the Boards decision and any penalty in writing.
 - b. Expulsion
 - i. Conviction of violating ORS 167.315-370 or of any violation of animal cruelty, neglect or abuse laws of any state shall be expelled automatically.
 - ii. Recommendation of expulsion shall be heard by the entire membership at a regular or special called meeting between 30 and 60 days following the Board decision.
 - iii. The accused has a right to speak to the membership on their behalf.
 - iv. The membership shall vote by secret written ballot; a two thirds majority vote of those members present is necessary for expulsion.

ARTICLE X – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern WAG in all cases to which they are applicable in which they are consistent with the Bylaws.

ARTICLE XI – AMENDMENT OF BYLAWS

1. The Board of Directors shall have power to make, alter, amend or repeal the Articles of Incorporation or the Bylaws, by two thirds vote of the directors then in office.
2. However, only the voting members may adopt an amendment which alters the rights or powers of the voting members.
3. 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 XII LIABILITY OF QUALIFIED DIRECTORS

WAG adopts the provisions of Oregon law (ORS 65.369) providing for no civil liability of qualified directors for the performance or nonperformance of the directors' duties other than gross negligence or intentional misconduct.

ARTICLE XIII INDEMNIFICATION

WAG adopts the provisions of Oregon law (ORS 65.387-65.414) providing for the indemnification of directors and officers.

ARTICLE XIV DISSOLUTION

1. WAG may be dissolved at any time with the written consent of at least two-thirds (2/3) of the membership. In the event of dissolution for any reason other than reorganization, all property and assets remaining after the settlement of debts shall be given to a charity benefiting dogs.
2. The charity shall be selected by a majority vote of the Board
3. No member or individual shall receive any portion of the property or assets of the club.