

# CONSTITUTION

of

## Front Range Agility Team

Amended and Restated December 2022

These Bylaws are subject to and governed by the State of Colorado Nonprofit Corporation Laws and the Articles of Incorporation of the Front Range Agility Team. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Colorado State Nonprofit Corporation Laws, the Colorado State Nonprofit Corporation Laws Act will be controlling.

### ARTICLE I

#### Name and Object

##### SECTION 1. Name

The name of the Club shall be the Front Range Agility Team (FRAT) and shall also be known as Front Range Agility Association of Denver (FRAAD) (or “the Club”).

##### SECTION 2. Objectives

- A. To do all in its power to protect and advance the interest of all dogs.
- B. To encourage and promote the sport of dog agility.
- C. To hold and support agility matches and trials and any other event for which the Club is eligible.
- D. To encourage sportsmanlike competition at all dog shows, test/trials, fun matches and any other events where agility fanciers participate.
- E. To promote and educate all fanciers to the importance of a sound healthy canine in all aspects of canine sports and functions.

**SECTION 3.** No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in the Bylaws.

**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 objects.

# BYLAWS

## ARTICLE I Membership

**SECTION 1.** Membership Eligibility: There shall be 5 types of membership open to all who subscribe to the objective and purposes of the Club; Individual, Family, Associate, Lifetime and Lifetime Associate. Junior membership shall be defined as those under 18 years and are eligible for membership within a Family Membership or as an Associate Member.

- A. Individual: For one person with the right to vote and hold office.
- B. Family: For two or more individuals residing at the same address. A family membership is entitled to one vote per family member over 18 years of age or older.
- C. Associate: For one person, generally for those living outside of the area or not currently active. Receives club communications but is not entitled to vote or hold office.
- D. Lifetime: For one person or family who have been an active club member for over 10 years with the right to vote and hold office. Does not pay dues.
- E. Lifetime Associate: Lifetime members who are not currently active. Receives club communications but is not entitled to vote or hold office. Does not pay dues.

Conversion of Membership – Failure to volunteer 2 or more days at club events during a calendar year or serving in another major capacity (awards, newsletter, etc), unless excused by the Board, shall operate as the accepted change of that membership from voting to non-voting status (from Individual, Family, or Lifetime to Associate or Lifetime Associate). All written request, via USPS or email, for excusals with confirmed delivery receipts will be considered by the Club Board. Any difference in dues will be forfeited.

**SECTION 2.** Membership Dues. Membership Dues shall be set by the Board and shall not exceed \$50/year. All notices of change to dues are to be published in the newsletter and/or via email. During the month of November, the Club shall send renewal notices to the membership via USPS and/or email for the upcoming Financial/Fiscal year. Membership will be based on a calendar year and renewals are due on or before December 31<sup>st</sup> each year. No member may vote or hold office whose dues are not paid for the current Financial/Fiscal year.

**SECTION 3.** Application and Renewal of Membership. Application for membership shall be made on a form approved by the Board, which shall provide that the applicant agrees to abide by the constitution and bylaws of the Club, and the rules and regulations of the sanctioning organization. Membership dues for the current year must accompany the application; membership may be prorated at no less than six (6) months.

Each new membership application shall be voted upon at the next meeting of the Club. An affirmative vote of 2/3 of the voting members present, and voting shall be required to elect the applicant.

To renew membership, all current club members, including Lifetime Members, must submit a membership renewal form and applicable fees within 30 days of the date on which they become due. No member may vote or hold office who has not submitted their renewal form and applicable dues for the current Financial/Fiscal year.

#### **SECTION 4. Termination of Membership**

- A. Resignation. Any member may resign from the Club upon written notice to the secretary and/or Board. Resignation after 30 days of joining will cause forfeiture of membership fees.
- B. Non-payment of Dues. A membership will automatically terminate if the membership renewal form and applicable fees are not submitted by the due date listed above.
- C. Expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

### **ARTICLE II Meetings and Voting**

**SECTION 1. Club Meetings.** The Club will hold general membership meetings during the second week of the month. There shall be a minimum of 6 meetings a year either in person within the Colorado Front Range area or by any electronic methods as may be designated by the Board. The date and time of any general meeting will be published in the club newsletter and written notice of each meeting shall be sent via USPS and/or email two (2) days prior to the date of the meeting. A Quorum for a membership meeting shall be 6 or more of the voting members.

**SECTION 2. Special Meetings.** A special meeting may be called by the President, by majority vote of the Board, or by the request of at least 25% of the eligible voting membership. Such special meetings shall be held by the same methods and locations specified for General Meetings. Written notice of such a meeting shall be sent via USPS and/or email at least two (2) days prior to the date of the meeting and said notice shall state the purpose of the meeting. No other club business may be transacted thereat. The quorum for such a meeting shall be 6 or more of the voting members.

**SECTION 3. Special Board Meetings.** Special Board meetings may be called by the President or upon receipt of a written request signed by at least two Members of the Board for the purpose of addressing matters that cannot wait until a regular club meeting or for conducting business matters as provided for in these Bylaws. Such special meetings shall be held by the same methods and locations specified for General Meetings and at a date and hour as may be designated by a club officer. Written notice of such meetings shall be delivered to the full Board via USPS and/or email at least two (2) 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 4. Voting.** Each eligible voting member in good standing whose dues are paid for the current Financial/Fiscal year shall be entitled to one vote at any meeting of the Club at which the member is present. Voting in all elections shall be by secret ballot except in the case of officers elected by

acclamation. Voting in business matters shall be by voice vote/raised hands or by secret ballot if requested by any member present. Proxies will be accepted in all votes by the membership. All proxies should be sent to the President or Vice President in writing.

### **ARTICLE III**

#### **Officers of the Club/Board of Directors**

**SECTION 1.** Board of Directors. The Board of Directors shall be made up of 7 members consisting of the officers of the Club; President, Vice-President, Treasurer, Secretary and three (3) Board Members at large, all of whom shall be members in good standing and must remain in good standing during his/her term of office. All of whom shall be elected for a two (2) year term as provided in Article IV.

**SECTION 2.** General management of the Club's affairs shall be entrusted to the Board.

**SECTION 3.** Duties and Responsibilities of the Officers. The Club's officers shall serve in their respective capacities both regarding the Club and its meetings and the Board and its meetings.

A. President: The President shall be chief officer of the Club. Shall in general, supervise and control all business matters and affairs of the Club. He/she shall preside at all meetings of the membership and of the Board.

B. Vice-President: The Vice-President shall perform all duties of the President in the absence of the President and shall have all powers of and be subject to all restrictions upon the President. The Vice-President shall be responsible for membership, presenting potential members to the membership, notifying new members of their election to membership, and keeping a roll of the members of the Club with their addresses. The Vice-President shall perform such other duties as may be assigned to him/her by the President or the Board.

C. Secretary: The Secretary shall keep the minutes of all meetings of the Club and the Board and of all matters of which a record shall be ordered by the Club, have charge of club correspondence and see that all notices are given according to the By-Laws. The Secretary may also be assigned duties by the President or the Board.

D. Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and assets of the Club, receive club moneys and deposit all moneys in the Club name in such bank, trust companies, or other depositories as shall be selected by the Board. The books shall always be open to inspection by the Board and a report shall be given at every meeting on the condition of the Club's finances and every item of receipt or payment not before reported; and at the conclusion of the fiscal year, an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Club shall be insured in such amount and through a type of policy as the Board shall determine which will cover the actions of the Treasurer. The Treasurer may also be assigned duties by the President or the Board.

E. Officers and Board Members at Large: Officers and Board Members at Large shall perform his/her duties as a member upon which he/she may serve, in good faith, in a manner he/she

reasonably believes to be in the best interest of the Club, and with such care as an ordinary prudent person in a like position would use under similar circumstances.

**SECTION 3.** Vacancies. Any vacancies arising at any time and from any cause on the Board or among the officers shall be filled for the remainder of the position's term by a majority vote of the Board. However, a vacancy in the office of President shall automatically be filled by the Vice President for the remainder of the term.

**SECTION 4.** Resignation. Resignation may be done by written notice to the President or Board.

**SECTION 5.** Cause for Removal and Procedure. Any officer and/or Board member may be removed by vote of the Board for failing to maintain all qualifications and duties throughout his/her entire term of office. Any Board member may be removed for misconduct, dereliction of duties, or gross negligence. Removal for such causes may be by vote after a full hearing at which the accused is entitled to present his/her defense. A majority vote is necessary for this action. The accused is not entitled to vote in this matter. Said person shall be notified by registered mail. Action shall be taken without said person if said person does not reply within fifteen (15) days of notice.

#### **ARTICLE IV**

##### **Club Year, Annual Meeting, Elections**

**SECTION 1.** Club Year. The Fiscal/Financial Year of the Club shall begin on the first day of January and end on the last day of December. The Club's Official Year shall also begin on the first day of January with the new officer and board and shall continue through the last day of December. As soon as practical after the end of the fiscal year an audit committee of two or more persons appointed by the Board will review the accounts with the treasurer and issue an audit report.

**SECTION 2.** Annual Meeting. The annual meeting of the membership shall be held between November 1<sup>st</sup> and December 31<sup>st</sup> each year.

**SECTION 3.** Nominations.

- A. During the month of September, the Board shall select a nominating committee consisting of at least two members.
- B. The nominating committee shall select at least one candidate for each office and three (3) candidates for Board Member at large. They shall procure the acceptance of each nominee so chosen and shall present the slate to the Club at the October meeting.
- C. Additional nominations may be made at the October meeting by any member in attendance, provided that the person so nominated accepts the nomination when their name is proposed. No person may be an officer/board member candidate for more than one position.
- D. Nominations cannot be made any manner other than as provided in this Section.

**SECTION 4.** Elections. Elections will take place through mail-in balloting or electronic balloting and the results shall be finalized by the November meeting. Ballots must be received prior to the November meeting. Ballots received after that will not be counted. The candidate receiving the greatest number of votes for each office shall be declared elected. The three (3) nominated candidates for Board Members at large who receive the greatest number of votes shall be declared elected. If there is no more than one nomination for each officer and no more than 3 nominations for Board members at large at the conclusion of the October meeting, the slate shall be declared elected by acclamation and no balloting will be required. Any uncontested position shall be automatically elected. They shall take office on the first day of January and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

#### **ARTICLE V Committees**

**SECTION 1.** The Board may each year appoint standing or temporary committees to advance the work of the Club. Such committees shall always be subject to the final authority of the Board.

**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 Discipline**

**SECTION 1.** American Kennel Club Suspension. Any member who is suspended from any of the privileges of The American Kennel Club shall be suspended from the privileges of the Club for a like period. American Kennel Club suspensions are published on the Secretary's page of the AKC Gazette.

**SECTION 2.** Charges. An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the Club. Written charges containing specific charges and facts signed by the complainant and must be filed with the Secretary. The Secretary shall promptly send a copy of the Charges to each Board member or present them at a Board meeting. 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 for a hearing by the Board not less than 2 weeks nor more than 4 weeks thereafter. The Secretary shall promptly send one copy of the Charges to the accused member by certified mail return receipt requested, or other form of receipted or acknowledged delivery and set forth a time and place at which the accused may attend and present any defense, call witnesses or answer.

**SECTION 3.** Board Hearing. If the Board has a hearing, the Board may hear the charges. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the

evidence and testimony presented by complainant and accused, the Board may by a majority vote of those present reprimand or suspend the accused from all privileges of the Club for not more than six months from the date of the hearing. And, if the Board deems that punishment insufficient, it may also consider the penalty of expulsion. 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 by certified mail, or other form of receipted or acknowledged delivery.

**SECTION 4.** Expulsion. The Board shall 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 VII Amendments**

**SECTION 1.** Amendments to the constitution and bylaws may be proposed by the Board or by written petition addressed to the Secretary signed by 20 percent of the voting membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board for a vote within three months of the date when the petition was received by the Secretary.

**SECTION 2.** The constitution and bylaws may be amended by a 2/3 majority of Board of the club, provided the proposed amendments have been emailed to each board member at least two weeks prior to the date of the meeting.

## **ARTICLE VIII Dissolution**

**SECTION 1.** The Club may be dissolved at any time by the written consent of not less than 2/3 of the eligible voting members in good standing. 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 an organization or organizations for the benefit of dogs selected by the Board unless otherwise prohibited by State Law.

## **ARTICLE IX Order of Business**

**SECTION 1.** 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  
Reports of:

President  
Vice President including Election of new members  
Secretary  
Treasurer  
Committees  
Election of officers and board (as required)  
Upcoming Events  
Unfinished business  
New business  
Adjournment

## **ARTICLE X Parliamentary Authority**

**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 any other special rules of order the Club may adopt.

### **Code of Ethics**

A system of rules and standards governing the conduct of the members and non-members associated with the Club and Club functions.

- A. All must abide by and accept the Rules and Regulations of the sanctioning body when sponsoring an event.
- B. All must conduct themselves in a manner to credit the sport, Club, and themselves, and always demonstrate good sportsmanship.
- C. The health, care and well-being of all dogs must be considered first at all times.
- D. There shall be no harsh treatment of any animal at any time or place.
- E. All should respect the rights of others in training, showing or participation in any Club function.
- F. Any dog which poses a threat to the health or well-being of any other dog or person shall be banned from all club functions.