



**AMENDED
BYLAWS**

First Amended & Approved May, 2003
Subsequently Amended and Approved July 30, 2005

Article I – Name

Section 1. The name of this organization shall be Ready2Run Agility Club [hereinafter the “Club”].

Article II – Objectives

- Section 1.** To support and encourage the sport of dog agility for all dogs regardless of breed, whether purebred or not.
- Section 2.** To promote fun and friendly dog agility events of Northern Nevada and Northern California through sports participation and recreation by conducting agility matches and licensed agility trials under the rules of sanctioning agility organizations.
- Section 3.** To encourage and the further advancement and safety of all dogs in agility training and to promote an interest in, and a public appreciation for, agility trained dogs and agility competition.
- Section 4.** To encourage positive communication between members and their canine companions by providing opportunities for handlers to learn, train in, and practice the sport of agility.
- Section 5.** To financially benefit organizations which have established tax-exempt status under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code of 1986, as amended that support and promote the health and well being of all dogs as possible with net revenues and/or donations.

Article III – Limitations

Section 1. The Club shall not be operated for profit, and no part of the net revenues or donations received shall inure to the benefit any individual member as defined for purposes of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. Notwithstanding any requirement or qualifications for membership as set forth in these bylaws, this corporation shall not discriminate against any person on the basis of gender, race, color or religion.

Article IV – Membership

- Section 1.** There will be two types of memberships: Individual memberships consisting of one person, and family memberships which consists of two or more persons from the same household/address.
- Section 2.** Club membership shall be those individual or family memberships that are in good standing. The term “Good Standing,” is defined as those members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended or terminated by the Board as provided in these bylaws.

Article V – Members’ Rights and Privileges

- Section 1.** Only members in good standing are eligible to hold Club office.
- Section 2.** Only members in good standing are eligible to participate in the annual Club awards.

Section 3. Only members in good standing are eligible to receive and redeem Ready 2 Run Bucks.

Section 4. Only members in good standing are eligible to vote on all Club issues.

Article VI– Membership Requirements

Section 1. A candidate for membership on a form approved by the board of directors, which shall provide that the candidate agrees to abide by the club bylaws. The application shall provide for endorsement of at least one active member of the Club,

Section 2. Active participation in dog agility training.

Section 3. Members must volunteer their time for at least one Club-supported event.

Section 4. Members must attend at least one Club meetings per year, unless otherwise waived by the Board.

Section 5. Members must be current with annual dues.

Article VII– Dues – Membership Fees

Section 1. Dues/membership fees, as set by the Board and approved by the voting members, shall be due within the time and on the conditions as set by the board.

Section 2. The dues/membership fees shall be set by the board in amounts to be fixed from time to time and approved by the voting members.

Section 3. The Board may also, in its discretion, encourage voluntary participation in club activities by establishing a standard objective system of credits for contributions of time and effort to the club that may be used to offset some or all of the dues/membership fees.

Article VIII– Suspension/Termination of Membership

Section 1. Individual memberships shall be suspended or terminated by written notification in person or via first class or registered mail sent to the individual member to the member’s last address as shown on the club’s records.

Section 2. Family memberships may be suspended or terminated by written notification in person or via first class or registered mail sent to the family members’ last address as shown on the club’s records.

Section 3. Membership may be suspended as follows:

A member may be suspended, based on the good faith determination by the Board, or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. A person whose membership is suspended shall not be a member during the period of suspension.

Section 4. A membership shall terminate on occurrence of any of the following events:

- A. Resignation of the member, on reasonable notice to the corporation;
- B. Expiration of the period of membership, unless is renewed on the renewal terms fixed by the Board;
- C. Failure of a member to pay dues, fees, or assessments as set by the Board by March 31st of each calendar year, or as otherwise required by the Board;
- D. Occurrence of any event that renders a member ineligible for membership, or failure to satisfy qualifications for membership;

E. Family memberships may be terminated by separation/dissolution of the family; notwithstanding, prior family members in good standing shall be eligible to be reinstated, upon re-application, for individual memberships.

F. Termination of the member may be made based on a good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the club, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the club.

Section 5. If grounds appear to exist for termination or suspension of a member under these bylaws, the procedure set forth shall below be followed:

A. The member shall be given 15 days prior notice as set forth in Section 1 and 2 of this Article VIII of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.

B. The Board, committee, or person shall decide whether or not the member should be expelled, suspended, or sanctioned in some other way. The decision of the Board, committee, or person shall be final.

C. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

Article IX – Meetings

Section 1. Club meetings shall be held bi-monthly or as designated by the Board at any place in Nevada or California as designated by the board.

Section 2. An annual meeting shall be held in December of each year as fixed by the Board at the annual meeting, the officers and directors shall be elected and any other proper business may be transacted.

Section 3. Special meetings of the members for any lawful purpose may be called at any time by the Board, or by the President or by five percent of the members

Section 4. Notice for members' meetings shall be given as follows:.

A. Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For a special meeting, the notice shall also specify the general nature of the business to be transacted, and no other business may be transacted. For the annual meeting, the notice shall specify those matters that the Board, at the time notice is given, intends to present for action by the members. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

B. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- i. Removing a Director without cause;
- ii. Filling vacancies on the Board;
- iii. Amending the Articles of Incorporation;
- iv. Approving a contract or transaction between the corporation and one or more directors, or between and any entity in which a Director has a material financial interest;
- v. Electing to wind up and dissolve the corporation; or
- vi. Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the articles or bylaws, when the corporation is in the process of winding up.

B. Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally, via email or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and be addressed to each member entitled to vote, at the address of that member appearing on the books of the club or at the address given by the member to the club for purposes of notice. If no address appears on the club's books and no address has been so given, notice shall be deemed to be given if either notice is sent to that member by first-class mail or other written communication to the club's principal office. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

Section 5. Club business will be conducted at all meetings when at least one Club officer and 20 percent of the membership are present, or at Special Meetings as defined in Article IX

Section 6. Approval of Club business requires a majority vote by show-of-hand of Club members present.

Article X – Voting

Section 1. All members in good standing are entitled to one vote when present or by written proxy presented by a member present.

Section 2. Voting for officers of the Board of Directors shall be by written ballot at the annual meeting of the calendar year and shall include any written proxy votes.

Article X – Board of Directors

Section 1. The Board of Directors shall consist of the four (4) elected Officers: President, Vice-President, Secretary, and Treasurer.

Section 2. Officers of the Board of Directors shall be elected from the Club's general membership and serve at least a one-year term.

Article XII – Duties of the Officers/Board of Directors

Section 1. President. The president shall:
a. Direct the affairs of the Club.
b. Preside at all meetings.
c. Appoint committees as necessary.

Section 2. Vice President. The Vice President shall:
a. Perform the duties of the president in case of the president's absence
b. Perform other duties/responsibilities as assigned by the President.
c. Maintain the current membership directory.
d. Provide current by-laws to all members.

Section 3. Secretary. The Secretary shall:
a. Shall keep a record of all meetings of the Club.
b. Notify members of meetings and events.
c. Perform any other duties as assigned by the President or Vice President.

Section 4. Treasurer. The Treasurer shall:
a. Collect all monies due to the Club and deposit into the Club's account.
b. Perform the bookkeeping function for the Club.
c. Keep books open for inspection by all members.

d. Report Club finances at all meetings.

Section 5. Committees and Chairs established by the President as needed shall be:

a. Limited to a one-year renewable term.

b. The size and membership of the committee shall be determined by the President or by vote of the Club by show of hands if the President determines is necessary.

Section 6. It shall be the duty of the Officers/Board of Directors to cause to be kept a complete record of all Club and Board minutes, acts, and proceedings.

Article XIII -Powers of Officers/Board of Directors

Section 1. Subject to limitations as provided by Nevada Nonprofit Corporation Law, and subject to any limitations of the Bylaws regarding actions that require approval of the membership shall be entrusted to the Board of Directors the officers board of directors shall have the power to:

A. Appoint and remove at the pleasure of the Board all the corporation's officers, agents, and employees, other than the president, vice president, secretary, treasurer, and; and prescribe powers and duties for them that are consistent with the law, the articles of incorporation, and these bylaws.

B. Change the principal office of the corporation from one location to another.

C. Adopt and use a corporate seal;

D. Call special meetings of the membership;

E. Conduct the general business of the corporation not otherwise provided in these bylaws, consistent with law and the corporation's purposes and limitations;

F. Borrow money and incur indebtedness on behalf of and binding upon the corporation, so long as the terms and amounts of any indebtedness are entered into the minutes of the Board and signed by the president and secretary of the corporation.

G. Have the power to make rules and regulations and to take action consistent with the Club's Bylaws

H.. Have the power to transact the general business of the Club not otherwise provided for in these Bylaws

I. Have the power to incur debt

i. the terms and amounts of such debt shall be entered in the minutes of the Board

ii. the note or obligation given for the same, signed officially by the President and Treasurer, shall be binding on the Club.

Section 2. Any action of the Board, except an action binding the corporation to repay an indebtedness, maybe over-ridden by a two-thirds (2/3) vote of all the general members in good standing.

Article XIV – Meetings of the Board

Section 1. As it sees fit, the Board can conduct the business of the Club at meetings of the Board, separate from regular Club membership meetings. The President or two of the Directors can call for a meeting of the Board at any time. Directors must be given adequate notice of the meeting.

Section 2. Quorum. Three of the four members of the Board must be present to constitute a quorum at a Board meeting.

Section 3. Special Board Meetings. The Board shall have the power to call special meetings of the membership when it deems it necessary. The Board shall also call a meeting at any time upon the written request of one-third of the Club members. Special meetings of the Board shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system, email, or other reliable system of telecommunication. unless notice is waived in writing by all board members. The written waivers shall be filed with the minutes of the Board.

Section 4. Overruling. Any action of the Board can be overridden if it is made an action item on the agenda of the next Club meeting, thereby notifying the membership of consideration of the issue, and if a majority of the members present at the Club meeting vote to overrule.

Section 5. Board Action. Every act or decision done or made by a majority of the Directors present at a Board meeting duly held at which a quorum is present is the act of the Board, and hence of the Club, unless these Bylaws require a greater number of attendees

Section 6. Action Without A Meeting. An action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the Board. The action by written consent shall have the same force and effect as the unanimous vote of the Directors.

Article XV - Vacancies

Section 1. A vacancy in the Board of Directors shall be deemed to exist on the occurrence of any of the following:

- a. The death, resignation, or removal of a Director.
- b. An increase of the authorized number of Directors.
- c. The vote of a two-thirds majority of all members to remove any Director.

Section 2. As vacancies occur on the Board of Directors, the remaining Board members shall immediately appoint an individual from the general membership to fill that vacancy. Such appointment shall be subject to ratification by a majority vote of the members present at the next Club meeting. The only exception to this procedure is in the event that the vacancy is for President, in which case the Vice President shall become President, and a new Vice President shall be appointed by the Board and will serve until the next election.

Article XVI- Impeachment

Section 1. An officer at any time, for neglect or violation of duties may be removed by a two-thirds vote of the members present at a duly noticed Club meeting provided that the charges are filed in writing with an officer at the preceding Club meeting and that the entire membership has been notified of the charges.

Article XVII – Club Year and Terms of the Board

Section 1. The Club year begins on January 1 of each year.

Section 2. The Board of Directors/ Officers’ term begins at the first meeting of the year.

Article XVIII – Amendments to the By-Laws

Section 1. The bylaws may be amended at any Club meeting by a show of hands and simple majority vote.

Article XIX – Dissolution of the Club

Section 1. The Club may be dissolved at any time with the written consent of two-thirds of the members in good standing, at a meeting duly called and noticed for that purpose.

Section 2. In accordance with the Nevada Nonprofit Corporation Law, On the winding up or dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for pleasure, recreation, the promotion of social welfare through the amateur sport of dog agility, which has established its tax-exempt status under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code of 1986, as amended from time to time.