

Constitution and By-Laws of the PEAK TO PEAK WORKING DOG ASSOCIATION

Constitution

ARTICLE I Name and Objects

SECTION 1:

The name of the club shall be the
PEAK TO PEAK WORKING DOG ASSOCIATION (PPWDA) a nonprofit Colorado corporation.

SECTION 2:

The objectives of the club shall be:

- (a) To further the advancement of all purebred dogs of the breeds designated by The American Kennel Club as constituting the Working Group.
- (b) To do all in its power to protect and advance the interests of:
 - dog shows
 - obedience trials
 - rally trials
 - and to encourage sportsmanlike competition at such events.
- (c) To conduct:
 - sanctioned matches
 - dog shows
 - obedience trials
 - rally trials
 - agility trials
 - and performance events for the breeds designated by the American Kennel Club as constituting the Working Group, held under the Rules and Regulations of the American Kennel Club.
- (d) To promote the humane treatment and welfare of all dogs.
- (e) To provide educational programs to assist in accomplishing the objects of the club.

SECTION 3:

In accordance with federal, state, and local law, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation 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 Article I of the bylaws.

These bylaws are subject to and governed by the State of Colorado Not-For-Profit Corporation Laws and the Articles of Incorporation of the Peak to Peak Working Dog Association.. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Colorado State Not-For-Profit Corporation Laws, the Colorado State Not-For-Profit Corporation Act will be controlling.

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.

By-Laws

ARTICLE I Membership

SECTION I: Eligibility

There shall be three types of membership open to all persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club.

- a) Regular (Individual) - Enjoys all club privileges including the right to vote and hold office.
- b) Household - Two adult members residing in the same household, each eligible to vote and hold office.
- c) Associate or Newsletter - Entitled to all club privileges except voting and office. This is offered to individuals residing outside the club's area and to individuals within the club's area but are not active.
- d) Junior - Open to persons under 18 years of age. This is a non-voting and non-office holding membership which may automatically be converted to a regular membership at age 18.

While membership is to be unrestricted as to residence, the club's primary is to be representative of breeders and exhibitors of AKC Working Breeds in the Denver, Colorado metropolitan area.

SECTION 2: Dues

The Board of Directors shall set the annual dues by the first day of November of each year, at a figure no greater than \$50.00 for all membership classes. Dues shall be payable on or before the first day of January of each year. No member may vote whose dues are not paid for the financial/fiscal year. During the month of November, the Treasurer shall send to each member a statement of dues for the ensuing year. Dues paid by new members who join after October 1st shall carry over through the following fiscal year.

SECTION 3: Election to Membership

Each applicant for membership shall apply on a form as approved by the Board of Directors, which shall provide that the applicant agree to abide by the constitution and bylaws of the PEAK TO PEAK WORKING DOG ASSOCIATION and to abide by the rules of the American Kennel Club. The application shall state the name, address and occupation of the applicant and it shall carry the endorsement of two members in good standing and of different households. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications for membership shall be submitted to the Recording Secretary. Each membership application shall be voted upon by secret ballot at the next general club meeting. An affirmative vote of 2/3 of the voting members present at the general meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.

SECTION 4: Termination of Membership

Memberships may be terminated in one of the following ways:

- (a) by resignation: Upon written notice to the Recording Secretary.
- (b) by lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year. However, the Board may grant an additional 90 day grace period to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.
- (c) by expulsion: A member may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II

Meetings and Voting

See Robert's Rules of Order, Current Edition

SECTION I: Club Meetings

Meetings of the club shall be held each month by in-person or electronic methods within the Denver, Colorado metropolitan area at such hour and place as may be designated by the Board of Directors. Written or electronic mail notice of each meeting shall be sent to the membership at least ten (10) days prior to the date of each meeting. The quorum for such meetings shall be 20% of the members in good standing. Non-voting members do not count towards the determination of a quorum.

SECTION 2: Special Club Meetings

Special club 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 regular or special meeting of the Board, or by the Recording Secretary upon the receipt of a petition signed by five (5) members of the club who are in good standing. Such special meetings shall be held by in-person or electronic methods within the Denver, Colorado metropolitan area, at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. The Recording Secretary shall send written or electronic mail notice of such a meeting at least ten (10) days and not more than twenty (20) days prior to the date of the meeting, and said written or electronic mail 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% of the members in good standing. Non-voting members do not count towards the determination of a quorum.

SECTION 3: Board Meetings

A meeting of the Board of Directors shall be held by in-person or electronic methods within the Denver, Colorado metropolitan area, in the months of January, April, July, and October, at such time and place as may be designated by the Board. The Recording Secretary shall send written or electronic mail notice of each meeting at least ten (10) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. Non-voting members do not count towards the determination of a quorum.

SECTION 4: Special Board Meetings

Special meetings of the Board may be called by the President, and shall be called by the Recording Secretary upon receipt of a written or electronic mail request signed by at least three members of the Board. Such special meetings shall be held by in-person or electronic methods within the Denver, Colorado metropolitan area, at such place, date and hour as may be designated by the person authorized herein to call such meetings. The Recording Secretary shall send written or electronic mail notice of such meetings at least five (5) days but not more than ten (10) days prior to the date of the meeting. Any such written or electronic mail notice shall state the purpose of the meeting and no other business shall be transacted thereat. A majority of the Board members shall constitute a quorum. Non-voting members do not count towards the determination of a quorum.

SECTION 5: Voting

Each voting member who is in good standing and whose dues are paid for the current fiscal year shall be entitled to one vote at any meeting of the club at which the member is present. Absentee or proxy voting will not be permitted at any club meeting or election.

ARTICLE III

Directors and Officers

SECTION 1: Board of Directors

The Board shall be comprised of the officers and four (4) other persons, all of whom shall be members in good standing, and all of whom shall be elected for one-year terms at the club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the Board of Directors.

SECTION 2: Officers

The club's officers, consisting of the President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer shall serve in their respective capacities with regard to both the club and its meetings and the Board and its meetings. The duties of the officers shall be as prescribed in these bylaws or in Robert's Rules of Order, Newly Revised.

- (a) The President shall preside at all meetings of the club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.
- (b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity. The Vice-President shall perform such other duties as are prescribed in these bylaws or assigned by the President or the Board of Directors.
- (c) The Recording Secretary shall keep a record of all meetings of the club and of the Board and of all matters for which the club shall order a record. The Recording Secretary shall notify members of meetings, provide copies of the minutes of all meetings, maintain a current roll of the members of the club and their address, notify new members of their election to membership, notify Officers and Directors of their election to office, and carry out such other duties as are prescribed in these bylaws or assigned by the Board of Directors.
- (d) The Corresponding Secretary shall have charge of general club correspondence not covered in the duties of the Recording Secretary including external correspondence. The Corresponding Secretary shall assist committee chairs with mailings pertaining to club business and carry out such other duties as are prescribed in these bylaws or assigned by the Board of Directors.
- (e) The Treasurer shall collect and receive all moneys due or belonging to the club. The Treasurer shall deposit the moneys in a bank designated by the Board, in the name of the club. The books shall be open to the inspection of the Board upon request 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 annual meeting 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 shall keep a roll of the members of the club with their addresses which shall be sent to all members in good standing once every club year.

SECTION 3: Vacancies

Any vacancies occurring on the Board or among the officers 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. The Vice-President shall fill a vacancy in the office of President automatically.

ARTICLE IV

Club Financial/Fiscal Year, Annual Meeting, Elections, Official Year

SECTION 1: Club Year

The club's financial/fiscal year shall begin on the first day of January and end on the last day of December. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

SECTION 2: Annual Meeting

The Annual Meeting shall be held in the month of December, at which officers and directors for the ensuing year shall be elected by secret ballot from among those nominated, in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election. Each retiring Officer shall turn over to the successor in office all properties and records relating to that office within 30 days.

SECTION 3: Nominations

No person may be a candidate in a club election who has not been nominated. No one may be a candidate before being a member of the Club for one (1) year. The Board shall appoint a Nominating Committee and designate one member as Chair by the August meeting. This committee shall consist of three (3) members and two (2) alternates, no more than one of whom may be a member of the board. The Recording Secretary shall immediately notify the members of the committee and the alternates of their selection. It shall be the Chair's duty to call a Committee Meeting on or before September 1.

- (a) The Committee shall nominate at least one candidate for each office and each of the positions on the Board. After securing the consent of each person so nominated, the Committee shall report the nominations to the Recording Secretary in writing no later than September 15.
- (b) Upon receipt of the Nominating Committee's report, the Recording Secretary shall notify each voting member in writing of the candidates so nominated.
- (c) Additional nominations may be made at the October meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed. If the nominated candidate is not in attendance at this meeting, the proposer shall present to the recording Secretary a written or electronic mail statement from the nominated candidate signifying willingness to be a candidate. No person can be a candidate for more than one position.
- (d) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this section.

SECTION 4: Elections

The nominated candidate receiving the greatest number of votes by secret ballot for each office shall be declared elected. The nominated candidates for other positions on the Board who receive the greatest number of votes shall be declared elected. The four nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected. If no valid additional nominations are received at the October general meeting then the nominating committee's slate shall be declared elected and no balloting will be required. Any uncontested position should be automatically elected.

SECTION 5: Club's Official Year

The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

ARTICLE V

Committees

SECTION 1:

The Board may each year appoint Standing Committees to advance the work of the club. Such committees shall always be subject to the final authority of the Board.

SECTION 2:

The Recording Secretary shall provide each committee chair with written guidelines outlining the responsibilities and objectives for the committee. The committee chair shall provide periodic written or electronic mail reports to the Board of Directors outlining the completion of those responsibilities and objectives. Each committee shall be assigned to an at large director for the purpose of communication with the Board of Directors.

SECTION 3:

Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee. The Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI

Discipline

SECTION I: American Kennel Club Suspension.

Any member who is suspended from the any of the privileges of the American Kennel Club shall automatically be suspended from the privileges of this 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 notarized charges containing specific facts signed under oath ("Charges") must be filed in duplicate with the Recording Secretary together with a deposit of twenty (20) dollars, which shall be forfeited if such charges are not sustained or entertained by the board. The Recording Secretary shall promptly send a copy of the charges to each member of the Board or present them at a board meeting. The Board shall first consider whether such 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 that 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 of a hearing by the board not less than three (3) weeks nor more than six (6) weeks thereafter. The Recording Secretary shall promptly and in no case less than fifteen (15) days prior to the hearing 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 or a committee appointed by the Board may hear the charges. The Board or the Board's appointed committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant 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 or the Board's appointed committee may by a majority vote of those present reprimand or suspend the defendant from all privileges of the club for not more than six (6) months from the date of the hearing. If it deems that punishment is insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing special club meeting which considers the Board's recommendation. Immediately after the Board or the Board's appointed committee has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary 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 special meeting of the club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings shall occur at a special meeting of the club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf. The members 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 Board's suspension shall stand.

ARTICLE VII

Amendments

SECTION 1:

Amendments to the constitution and bylaws may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by twenty (20) percent of the membership in good standing. The Board of Directors shall promptly consider amendments proposed by such petition. The Recording Secretary must submit the Amendment to the members with the recommendations of the Board for a vote within three months of the date the Recording Secretary received the petition.

SECTION 2:

The constitution and bylaws may be amended by a 2/3 secret vote of the voting members present and voting at any regular or special meeting called for the purpose, provided that the proposed amendment(s) have been included in the notice of the meeting and sent to each member at least 14 days prior to the date of the meeting.

ARTICLE VIII

Dissolution

SECTION 1: 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, other than for purposes of reorganization, whether voluntarily or involuntarily 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. After payment of the debts of the club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors unless otherwise prohibited by State Law.

ARTICLE IX

Order of Business

SECTION 1: Club Order of Business

At meetings of the Club, the order of business, so far as the character and nature may permit, shall be as follows:

- Attendance
- Minutes of the last meeting
- Report of the President
- Reports of the Secretaries
- Report of the Treasurer
- Reports of Committees
- Election of Officers (at Annual Meeting)
- Election of new members
- Unfinished Business
- New Business
- Adjournment

SECTION 2: Board Order of Business

At meetings of the Board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- Attendance
- Reading of the minutes of the last meeting
- Report of the President
- Reports of the Secretaries
- Report of the Treasurer
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment

ARTICLE X

Parliamentary Authority

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.

GLOSSARY

Member in good standing — An individual who is not suspended by The American Kennel Club or their club and whose dues for the year are already paid.

Types of Membership:

Individual — Enjoys all club privileges including the right to vote and hold office.

Household — Two (2) adult members residing in the same household, each eligible to vote and hold office.

Associate or Newsletter — Entitled to all club privileges except voting and office holding (offered to individuals who live outside of the club's area; as well as to individuals who live in the club's area but are not active).

Junior — Open to minors under 18 years of age; a non-voting/non office holding membership which may automatically convert to regular membership at age 18.

Reprimand — A written warning to a member after charges have been filed in accordance with the bylaws, and it is determined that the member's conduct was not severe enough to warrant a suspension or a recommendation for expulsion.

Notices — All club notices must be sent either via the US Postal Service or electronic communications in accordance with current AKC policy or in accordance with State Law.

Votes on Bylaw Amendments — After amendments are voted upon, the club must provide AKC with the number of members in good standing as well as the date of the vote, and the number who voted for and against. A copy of the revised document must be submitted to AKC as soon as it is printed along with the date of the vote, the percentage of membership that voted and the breakdown of the vote.