

**Finger Lakes Agility & Obedience Association  
(FLAOA)**

**4<sup>th</sup> DRAFT**

**effective 9/7/03 for at least one year from this date**

**CONSTITUTION  
AND BY-LAWS**

# **CONSTITUTION AND BY-LAWS**

## **ARTICLE I. Name, Main Mission, and Additional Secondary Objectives**

### **SECTION A. Name**

The name of the organization shall be **FINGER LAKES AGILITY AND OBEDIENCE ASSOCIATION (FLAOA)** hereinafter interchangeably referred to as club, organization, and/or association.

### **SECTION B. Main Mission**

The main mission of FLAOA shall be to provide a setting in which its like-minded members may come together to enjoy the company of their dogs in a variety of forums, including, but not limited to, a training facility for such things as open practice/classes/seminars and the like with its members to be first and foremost the recipients/participants of such activities, and an e-mail discussion list for such things as exchange of ideas regarding various dogs sports/a place to conduct association business/dissemination of information of interest to and pertaining to its members to have on-going, open communications/sharing of pertinent community information and the like.

FLAOA shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to FLAOA shall inure to the benefit of any member or individual.

### **SECTION B. Additional Secondary Objectives**

1. The promotion of dog sports in a humane and sportsmanlike manner.
2. The promotion of responsible dog ownership.
3. The promotion of dog sports as a family activity.
4. The sponsorship of training wherein handlers will be instructed in proper methods of training their dogs.
  - a. Classes are open to all dogs, whether or not they are purebred.
  - b. The person handling the dog must be 12 years of age or admitted at the discretion of the instructor.
  - c. The instructors, in conjunction with the Board of Directors, will fix fees charged for these training classes.
  - d. Dogs showing vicious tendencies may be barred from classes by individual instructors or may be rejected from Association participation by the Board of Directors.

## **ARTICLE II. Membership**

### **SECTION A. Types of Memberships**

Full membership is open to any person, at least 18 years of age, who completes and submits a membership application with appropriate membership dues for either single or family membership, and fulfills any of the following:

- a. Trainers whose dogs have successfully completed a Beginners training course or approval of the Training Committee.
- b. Trainers whose dogs have acquired at least one leg on an agility or obedience title.
- c. All members of a trainer's immediate family, provided that dues are paid at the current family membership rate.

In conjunction with FLAOA's stated secondary goals, family memberships are offered at reduced membership fees, as opposed to requiring each family member to submit a separate, single membership application and fee, and carry the same membership privileges as single memberships.

A Junior Membership shall be available to those children (over 12 years but under 18 years) whose parents are not members of FLAOA. Such membership shall be free of charge and carry no voting privileges. Applications for such memberships must be signed by a parent or legal guardian.

### **SECTION B. Dues**

Dues for membership shall be determined by the Board of Directors. All dues are payable by December first of the current year. Those remaining in arrears after one month shall be dropped from FLAOA's membership ranks and lists therein within a reasonable amount of time as determined by the Board of Directors. Reinstatements under this circumstance will require the completion and submission of a new membership application, accompanied by the appropriate membership dues.

### **SECTION C. Application for Membership**

Each applicant for membership in FLAOA shall apply on a form as approved by the Board of Directors. All applicants shall pay full year dues although new members pay pro-rated dues.

### **SECTION D. Termination of Membership**

Membership may be terminated:

1. By resignation. Any member in good standing may resign from FLAOA upon written notice to the Secretary, but no member may resign when in debt to FLAOA, be it in the form of monetary debt or while in the possession of FLAOA records or other properties.
2. By lapsing. A membership will be considered lapsed and automatically terminated if a member's dues remain in arrears after one month of stated due date. However, the Board may grant an additional 30 days of grace to delinquent members in special cases. In no case may a person, whose dues are in arrears, be entitled to vote on any matter brought before FLAOA. Any member whose membership is terminated in this manner must immediately return to FLAOA any club records or other properties in their possession.

**SECTION E.** A "Member in Good Standing" shall be a member whose dues are paid and who is not otherwise indebted to FLAOA.

## **ARTICLE III. Meetings**

### **SECTION A. Meetings or lack thereof**

FLAOA is a new-age dog club, wherein formalized meetings are neither required nor mandated. While such traditional organizations must hold meetings for dissemination of information to club members, to provide a forum for discussion of club matters, and to conduct business of that organization, FLAOA operates in a more efficient, technological manner in which club matters are handled via FLAOA's e-mail discussion list. Not unlike the more formal meetings held by other like organizations, FLAOA members are kept abreast of club activities via this e-mail list and, very much like formal meetings, may opt to participate or not in any and all discussions on that list. Such on-going discussions facilitate the operation of the club, keep lines of communication even more open than regularly scheduled meetings, and, given the time constraints of everyone in today's society, allow members to participate more often, at their convenience, than would be possible via regularly scheduled, formalized meetings.

### **SECTION B. Board Meetings**

The Board of Directors will hold formalized meetings as they deem appropriate or necessary, or, may conduct their business electronically.

### **SECTION C. Special Meetings**

Special meetings of FLAOA may be called by the President or the Board of Directors, or the Secretary upon the receipt of a petition signed by a two-thirds majority of the members of FLAOA who are in good standing. Written notice of such meeting shall be posted on the e-mail discussion list no less than eight but not more than 15 days before the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted therein.

### **SECTION D. Special Board Meetings**

Special meetings of the Board of Directors may be called by the President, and shall be called by the Secretary, upon receipt of a request by at least five members of the Board of Directors. Such special meetings shall be held at a location, date and hour designated by the President or by the person authorized herein to call such a meeting. Written notice of such meeting shall be mailed/emailed by the Secretary at least five days but not more than 10 days prior to the date of the meeting. Telephone notice may be made at least two days but not more than four 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 herein. A quorum for such a meeting shall be six.

## **ARTICLE IV. Directors and Officers**

### **SECTION A. The Board of Directors**

The Board of Directors shall be the officers of FLAOA and 6 members who also serve as committee heads of the standing committees.

The duties and powers of the Board of Directors of FLAOA shall be as follows:

1. To exercise and perform such duties, powers and functions as may be provided for by the Laws of the State of New York governing membership corporations and the Directors thereof.
2. To have control of the invested funds of FLAOA, of all property of FLAOA except current funds in the hands of the Secretary and Treasurer and except Association records, books and papers properly entrusted to those officers.
3. To insure any and all of the property of FLAOA. To direct the Treasurer to pay the cost thereof without the consent of FLAOA.
4. To handle any problems presented to them within FLAOA as they see fit.
5. The Board of Directors shall appoint an accountant to examine the books and records of the Treasurer at the end of each year and more frequently at its discretion.
6. To make available at the annual meeting a prepared report, verified by the President and Treasurer or by a majority of the Board of Directors, showing the whole amount of the property owned by FLAOA, where located and where and how invested, the amount of the property acquired during the year immediately preceding the report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding the report and the purposes, objects or persons to or for which such application, appropriations, or expenditures have been made; and the names and places of the persons who have been admitted to membership in FLAOA during such year, which shall be filed with the records of FLAOA and an abstract thereof entered in the minutes of the proceedings of the Annual Meeting (Membership Corporation Law, Sec.46).
7. The Board of Directors shall be subject at all times to these By-Laws and to the lawful instruction of FLAOA, and in addition to the duties above prescribed, shall perform such other duties as may be assigned to them by FLAOA, or elsewhere in these By-Laws.
8. If a vacancy occurs on the Board, the members of the Board shall appoint a successor to fill the vacancy.
9. Rules governing open practice will be set by the Board and posted for public access.
10. Essentially, it is the responsibility of the Board to manage FLAOA for the membership.

### **SECTION B. Officers**

The Officers of FLAOA shall be: President, Vice President, Treasurer, and Secretary. The Treasurer and the Secretary may have an assistant who in the absence of either principal shall have the respective privileges and responsibilities of the absent principal. There will be no specific term of office for these officers; instead, when an officer opts to step down/resign from office, the Board of Directors will appoint a replacement to fill the vacancy.

1. The President shall preside at all meetings of FLAOA and of the Board, and shall have the duties and powers normally appertaining to the office of President in addition to those particularly specified in these Constitution and By-Laws. Not unlike the manner in which a president conducts regularly scheduled meetings in a traditional club, FLAOA's President shall be the list owner of the club's e-mail discussion list on which FLAOA business is conducted and handled.
2. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
3. The Treasurer shall collect and receive all monies due or belonging to FLAOA. The Treasurer shall deposit the same in a bank satisfactory to the Board in the name of FLAOA. The Treasurer's books shall be open at all times to inspection by the Board, and the Treasurer shall report to them at every meeting the condition of FLAOA's finances and all receipts and disbursements not before reported. At the annual meeting the Treasurer shall render an account of all monies received and expended during the previous fiscal year via the aforementioned prepared report. Expenditures must be verified with bona fide receipts. The Treasurer's books shall be examined annually by a CPA. The Treasurer is responsible for annual preparation and submission of necessary monetary reports as required by state and federal law.
4. The Secretary shall keep a record of all meetings of FLAOA and of the Board and of all matters of which FLAOA or Board shall order a record. The Secretary shall have charge of the correspondence; notify members of meetings; provide members with copies of the membership list, Constitution and By-Laws, and other pertinent information; keep a roll of the members of FLAOA with their addresses; carry out such other duties as are prescribed in these Constitution and By-Laws. Records of all club business handled on the FLAOA e-mail discussion list are on file in the list's archives and shall serve as the Secretary's minutes for the organization in line with FLAOA's new-age, technological modus operandi.

## **ARTICLE V. FLAOA Year and Annual Meeting**

### **SECTION A. Association Year**

FLAOA's fiscal year shall begin the first day of January and end on the last day of December. FLAOA's official year shall begin immediately at the conclusion of the annual meeting/post-holiday party and shall continue through the next annual meeting/post-holiday party.

### **SECTION B. Annual Meeting**

The annual meeting shall be held in the month of January in the form of a post-holiday party. Proxy voting will not be permitted in any FLAOA matter.

## **ARTICLE VI. Committees**

**SECTION A.** The President shall appoint six standing committees chairs. Such committee chairs shall be subject to the final authority of the Board of Directors. Special committees may also be appointed at the discretion of the President upon approval of the Board. If a vacancy occurs in a committee chair position, the members of the Board shall appoint a successor.

**SECTION B.** Standing committees are as follows: Equipment, Agility Training, Non-Agility Training, Public Relations, Philanthropy, and Special Events.

**SECTION C.** Each committee will consist of the Committee Chair and any number of other members as may be required to do the respective job. Committee members may be appointed by the Board of Directors, selected by the Committee Chair, or both. Like the officers, there is no term of appointment; when a committee chair wishes to step down, the Board will appoint a successor. No committee chair may resign from the committee nor FLAOA when in debt to FLAOA, be it monetarily or in the form of possession of FLAOA records or other properties.

**SECTION D.** It is the responsibility of committee chairs, when performing the duties of their respective committee appointments, to recognize when various aspects of their responsibilities overlap with the responsibilities of other committees, and to communicate with the respective chair(s) of such committee(s) openly and effectively to jointly achieve the initial goal, e.g., the Special Events Chair will supply the Public Relations Chair with details regarding upcoming events, along with suggestions for advertisement, etc.

### **SECTION E. Committees and Their Responsibilities:**

**Public Relations Committee** – Publicize club activities to the public. Design and produce flyers about the club and dog training. Ensure that appropriate audiences receive notice of upcoming classes, seminars, and events.

**Equipment Committee** – Maintain an inventory of current equipment and oversee the upkeep of current equipment. Ensure maintenance of current equipment including painting and repairs. Inform Board when new or replacement equipment is needed and advise on options.

**Philanthropy Committee** – Advise Board on charities that FLAOA might appropriately support. Organize fundraisers to generate donations for selected charities. Send donations to appropriate charity in memory of deceased pets of members.

**Special Events Committee** – will solicit suggestions and coordinate special seminars, mini-seminars, show and go's, fun matches, and other special events for the membership.

**Agility Training Committee** – Select and schedule training classes that will meet for more than one session. These would include, but not be limited to, various levels of agility classes, agility handling, etc. At the discretion of the Chair of the Agility Training Committee (Agility Training Director) a meeting of the Agility Training Committee may be called to observe any FLAOA class. A sub-committee of the Agility Training Committee will be the Open Practice Committee, which

shall organize and manage the Open Practice sessions of the club, and a member of that sub-committee will open the practice facility, collect fees, ensure that equipment is set up safely and that it is returned to its proper storage place.

**Non-Agility Training Committee** – Select and schedule training classes that will meet for more than one session. These would include, but not be limited to, various levels of obedience classes, Rally obedience, CGC, conformation show handling, etc. At the discretion of the Chair of the Obedience Training Committee (Obedience Training Director) a meeting of the Training Committee may be called to observe any FLAOA class.

**SECTION F. Termination:** Any committee appointment may be terminated by a majority vote of the Board of Directors. Written notice via private e-mail, with copies to all members of the Board of Directors, to the appointee shall state such intention and the appointee may, in turn, make a formal protest, again via private e-mail with copies to all Board members. The Board of Directors may appoint successors to those persons whose service has been terminated.

## **ARTICLE VII. Discipline**

### **SECTION A. Discipline**

Whereas traditional similar organizations devote an inordinate amount of space in their constitution and by-laws to member discipline, FLAOA chooses to deal with membership problems, real or perceived, in a like spirit in the manner in which we train our dogs. Specifically, those in charge will deal with the issue. Hence, the Board of Directors will handle such issues as they are presented to them by members; resolution will be at the Board's discretion.

## **ARTICLE VIII. Order of Business**

**SECTION A.** At the special meetings of FLAOA, the order of business, as far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of the last meeting
- Report of the Board
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Reports of the Committees
- Unfinished business
- New business
- Adjournment

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

- Reading of the minutes of the last meeting

Report of Secretary  
Report of Treasurer  
Reports of Committees  
Unfinished business  
Appointment of new members (of the Board)  
New business  
Adjournment

**SECTION C.** Roberts Rules of Order (revised) shall govern in all cases where they are applicable unless inconsistent with these Constitution and By-Laws.

## **ARTICLE IX. Amendments**

**SECTION A. Amendments:** These Constitution and By-Laws may be amended by a two-thirds majority vote of the entire club membership. A special meeting must be called for this purpose and no other business shall be transacted at this time. The quorum for such a special meeting shall be at least two-thirds of the entire club membership. The proposed amendments must be embodied in the notice for any such special meeting and s-mailed to each member at least eight but not more than 15 days prior to the date of the special meeting.

## **ARTICLE X. Dissolution**

**SECTION A. Dissolution:** FLAOA may be dissolved at any time by the written consent of not less than two-thirds of the entire membership. In the event of the dissolution of FLAOA whether voluntary or involuntary or by operation of law, none of the property of FLAOA nor any proceeds thereof nor any assets of FLAOA shall be distributed to any members of FLAOA. After payment of the debts of FLAOA its property and assets shall be given to charitable organizations, selected by the Board of Directors, for the benefit of dogs.