

HILLTOWN HOUNDS AGILITY CLUB, INC. BY-LAWS

ARTICLE 1 NAME, PURPOSE AND GENERAL PROVISIONS

(Revised February 11, 2024)

Section 1.01 - Name

The Name of the Corporation shall be HILLTOWN HOUNDS AGILITY CLUB, INC.

Section 1.02 - Purposes

The objectives of this Incorporated Club shall be to establish, stimulate and maintain recreational and competitive interest in agility and other dog sports. This Corporation is organized exclusively for one or more of the purposes as specified in Section 501c4 of the Internal Revenue code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501c4 of the Internal Revenue code or corresponding section of any future federal tax code.

Section 1.03 - Mission Statement

To promote agility and other dog sports in a safe and enthusiastic manner, and in the spirit of good sportsmanship through proper training and a variety of educational and competition venues. All dogs and handlers will be accepted without regard to breed, age, ethnicity, gender, religion, or sexual preference. Our goal is to foster a love of the sport and encourage participants to achieve goals they set for themselves and their dogs. The Corporation will also help support local dog rescue and shelter efforts through donations and booth space at educational and formal Corporation events.

Section 1.04 - No Private Inurement

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, or officers. The Corporation is authorized and empowered to make payments and distributions to outside organizations such as trainers and trial secretaries in furtherance of the purposes set forth in Article 1.02 and 1.03.

Section 1.05 - No Lobbying

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any

activities or exercise any powers that are not permitted to be carried on by a corporation exempt from federal income tax under Section 501c4 of the Internal Revenue Code.

Section 1.06 - **Corporation Year**

The Corporation's fiscal year shall begin on the first day of January and end on the thirty-first of December.

Section 1.07 - **Location of principal office and records**

The principal office of the Corporation shall initially be at the President's address. The directors may establish other offices and places of business in Massachusetts. The original or attested copies of the Articles of Organization, By-laws, and records of all meetings and of Members shall initially be kept at the President's address; a duplicate copy shall be kept with the Secretary. They shall be available at reasonable times for inspection by any Member.

ARTICLE 2 MEMBERSHIP

Section 2.01 - **Eligibility**

Any person interested in agility and other dog sports and who subscribes to the purposes of this Corporation is welcome to apply to be a Member of this Corporation. There shall be two categories of Membership or affiliation: Individual or Family. While Membership is to be unrestricted as to residence, the Corporation is to be primarily representative of agility and other dog sports enthusiasts in its general area. Membership is available to individuals working with dog(s) for agility and other dog sports training, and/or to those interested in actively furthering the objectives of the Corporation. Members are eligible to vote as provided in Article 2, Section 04.

Section 2.02a **Individual Membership** entitles an individual to vote at any Members meeting of the organization and to receive all Corporation mailings. Membership is annual and renewable by January 31 of each year.

Section 2.02b **Family Membership** entitles family members to vote at any Members meeting of the organization and to receive all Corporation mailings. Membership is annual and renewable by January 31 of each year.

Section 2.03 - **Classes of Membership**

There will be one class of Members; the general Membership includes the Board/Officers.

Section 2.04 - Voting Membership

Voting Members shall be limited to those individuals who have been accepted to Membership, who have paid their fees by the due date, and who have reached the age of eighteen (18) years.

Section 2.05 - Application for Membership

Applicants for Membership shall apply on a form approved by the Board which will include a statement that the applicant agrees to abide by these by-laws and any current rules regarding conduct at classes and events. The prospective Member shall submit dues for the current year. New members joining in the second half of the year (July – December) will pay 50% of the annual dues amount for the first year. There will be no further prorating of the Membership Fee.

All applications are to be filed with the Secretary. The Secretary shall notify the Membership of application via email using bcc or another means to ensure that voting is confidential; the Membership has ten (10) days to respond to the Secretary with any objection to the application. Any objections shall be reviewed by the BOD. The BOD reserves thirty (30) days to review any objections, including meeting with the Member(s) who raised the objection(s). The BOD shall communicate any objections to the Applicant. If the objections can be resolved to the satisfaction of the BOD, the Applicant may be admitted to the Membership. The Secretary shall notify the Membership and the Applicant of the outcome. Applicants for Membership who have been rejected by the Corporation may not re-apply within six months after such rejection.

Section 2.06 - Termination of Membership

Membership may be terminated by:

- A. Lapsing: Membership will be considered as lapsed and automatically terminated if such Member's dues remain unpaid after January 31 of the current year. However, the Board may grant an additional 90 days of grace to such delinquent Members in meritorious cases. In no case may a person whose dues are unpaid as of the date of the Annual Meeting be entitled to vote at any Corporation meeting.
- B. Expulsion: A Member may be expelled with reasonable cause, by the affirmative vote of a majority of the Members present at a Membership meeting.

Section 2.07 Discipline Associated with the Corporation

The Board will take up any disciplinary action and make recommendations.

ARTICLE 3
DIRECTORS AND OFFICERS

Section 3.01 - Board of Directors (BOD):

The Board of Directors shall be comprised of the President, Vice President, Treasurer, Secretary and 1-3 members, not to exceed seven (7) members, all of whom shall be elected for one term at the annual meeting. Each term shall be for three years, from the Annual Meeting of the first year until the Annual Meeting of the third year. The BOD elected at the Annual Meeting will then elect their positions (President, Vice President, Treasurer, Secretary, and Members-At-Large).

Section 3.02 - Quorum:

At any meeting of the Board of Directors, a majority of the directors then in office shall constitute a quorum for the transaction of business, but a lesser number may, without notice, adjourn the meeting to any other time.

Section 3.03 - Officers

The Corporation's officers, consisting of the President, Vice-President, Treasurer, and Secretary shall serve in their respective capacities both with regard to the Corporation and its meetings and the Board and its meetings. Directors and Officers are responsible to act in good faith with the belief that they act in the best interests of the Corporation.

- A. The President will preside at all meetings of the Corporation and of the Board and will have the duties and powers normally assigned to the office of the President in addition to those particularly specified in the by-laws.
- B. The Vice-president will have the powers and exercise duties of the President in case of the President's absence, incapacity or death.
- C. The Treasurer will collect and receive all monies, dues, or belongings to the Corporation. The Treasurer will deposit the same in a bank satisfactory to the Board, in the name of the Corporation. The Treasurer's books will always be open to inspection of the Board, and the Treasurer will report the condition of the Corporation's finances and every item or receipt of payment not before reported to them at every meeting; and at the annual meeting, the Treasurer shall render an account of all monies received and expended during the previous year.
- D. The Secretary shall keep written records of all meetings, will post such meetings for Membership review, and will give written notice of such meetings as required.

Section 3.04 - **Vacancies**

Any vacancies occurring on the Board during the year shall be filled for the remaining term of office. The President may solicit the Membership for a volunteer. If more than one person is interested in the position, a vote by Membership will be taken and the simple majority winner will be elected which will not count against term limits described in 3.06.

Section 3.05 - **Resignation and Removal**

Any Director or Officer may resign by delivering a written resignation via email to the President or Secretary. Such resignation shall be effective upon receipt, unless it specifies it is to be effective at some later date. Any Director or Officer may be removed from office with reasonable cause by a two-thirds majority vote of the Members present at a meeting.

Section 3.06 - **Terms of Office / Elections**

Members elected to office at the annual meeting will serve for one term. A Member may be re-elected to the same office but may serve for no more than two consecutive terms. A Member may be re-elected to an office previously held, provided a period of one year has elapsed since the Member last held that office.

Section 3.07 - **Non-Liability of Board Members**

The Corporation, to the fullest extent permissible under the laws of the Commonwealth of Massachusetts, shall indemnify both past and present Boards of Directors and Officers of the Corporation while they are, or were, doing Corporation business.

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director, President, Vice-President, Treasurer, Clerk, Assistant Clerk, Board Member or other officer of the corporation (collectively, "Indemnified Officers" or individually, "Indemnified Officer"), against all expenses and liabilities, including, without limitation, consul fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such Indemnified Officer in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a "proceeding") in which an Indemnified Officer may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such Indemnified Officer unless the proceeding was authorized by a majority of the full Board of Directors); provided that no indemnification shall be provided for any such Indemnified Officer with respect to any matter as to which the Indemnified Officer shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such Indemnified Officer's action was in the best interests of the Corporation, and further provided that any compromise or settlement payment shall be approved by the Corporation in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the Board of Directors of the Corporation, include payment by the Corporation of expenses incurred in defending a civil or criminal action

or proceeding in advance of the final disposition of such action of proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if such Indemnified Officer shall not be entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the Corporation under this Article, and each Director and Officer of the Corporation approving such payment shall be wholly protected if:

- (i) The payment has been approved or ratified (1) by a two-thirds majority vote of a quorum of either (a) the Members who are not at that time parties to the proceeding or (b) the Directors who are not at that time parties to the proceeding or (2) by a two-thirds majority vote of a committee of two or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board (in which selection Directors who are parties may participate); or
- (ii) The action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation appointed for the purpose by vote of the Directors in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full Board of Directors then in office; or
- (iii) The Directors have otherwise acted in accordance with the standard of conduct applied to the Directors under Chapter 180 of the Massachusetts General Laws, as amended; or
- (iv) A court having jurisdiction shall have approved the payment.

The indemnification provided hereunder this article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this paragraph shall affect any rights to indemnification to which Corporation employees, agents, Directors, Officers, and other persons may be entitled by contract or otherwise under law.

This Article, as amended, constitutes a contract between the Corporation and the Indemnified Officer. No amendment or repeal of the provisions of this article which adversely affects the right of an Indemnified Officer under this Article shall apply with respect to such Indemnified Officer's acts or omissions that occurred at any time prior to such Amendment or repeal, unless such Amendment or repeal was voted for by or was made with the written consent of such Indemnified Officer.

ARTICLE 4 DUES

Section 4.01 Dues

Membership dues shall be payable by January 31 of each year. In case of a pandemic or any other situation where an in-person meeting cannot be held, voting will take place electronically. No Member may vote whose dues are not paid for the current year. Dues shall be reviewed at the Annual Meeting and rates set for the new business year.

ARTICLE 5 TYPES OF MEETINGS

Section 5.01 - Corporation Meetings:

Meetings of the Corporation shall be held annually and as needed, at such hour and place as may be determined by the President, except in the case of a pandemic or any other situation where an in-person meeting cannot be held. In case of a pandemic, paid members are allowed to vote electronically, and the Secretary will tally all votes and report results first to the Board, and then to the membership. The quorum for such meetings shall be two thirds of the current paid Membership or ten people, whichever is less.

All Members will have one vote on any issue or elected position. Simple, majority vote of the Membership will be the manner of election. A two-thirds majority vote is required for any proposed expenses of \$500 or more, excluding expenses for agility trials.

Section 5.02 - Special Corporation Meetings:

Special Corporation meetings shall be called by the President or by a majority vote of the Members of the Board who are present and voting at any regular or special meetings of the Board, or by the Secretary upon receipt of a petition signed by three Members in good standing. Such special meetings shall be held at such hour and place as may be designated by the person(s) authorized herein to call such meeting. Unless the special meeting is announced at a regular Corporation meeting, written notice of such meeting shall be emailed by the Secretary at least 5 days prior to the date of the meeting and said notice shall state the purpose of the meeting. No other Corporation business shall be transacted at a special meeting. The quorum for such a meeting shall be a simple majority vote. A two-thirds majority vote is required for all proposed Club expenses of \$500 or more, excluding expenses for agility trials.

Section 5.03 - Board of Directors Meetings:

Meetings of the Board shall be held at the call of the President or two Members of the Board at such hour and place as may be designated. The Secretary will give notice of such meetings at least five days prior to the date of the meeting. At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business, but a lesser number may, without notice, adjourn the meeting to any other time.

Section 5.04 - Annual Meeting

See Article 8.

Section 5.05 - Additional Meetings

Additional meetings will be scheduled on an as needed basis.

ARTICLE 6 COMMITTEES

Section 6.01 Committees

The Board shall appoint the following committees, AS NEEDED:

- A. Nominations Committee – As needed, during the month of January, the Board shall select a nominating committee consisting of one or two Members to fill any vacancies on the Board of Directors. See section 8.04 for additional information.
- B. Equipment Committee - Members who will be in charge of keeping equipment in safe, and operable condition; they will keep current with all changes within the sport of agility.
- C. Trial and Events Committee – These Members are responsible for the planning and performances of all matches, sanctioned events, (trials), and exhibitions (Show ‘n Go’s).
- C. Training Committee - Members who are responsible for providing training sites, scheduling training sessions, creating and enforcing rules of training, and general safety during these sessions, if the club decides to offer training classes.
- D. Publicity Committee – a Member (or Members) who will be responsible for maintaining the Club’s online image, website, advertising, and public awareness through the media.
- E. The Board will consider the Club’s relationship with outside vendors and have authority to make appropriate and beneficial changes in venue rentals, equipment sales/purchases, etc., for the good of the Club.

ARTICLE 7 MEETINGS AND ORDER OF BUSINESS

Section 7.01 Corporation Meetings

At a meeting of the Corporation, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Election of Board (at Annual meeting)

- Old Business
- New Business
- Adjournment

Section 7.02 - **Board Meetings**

At meetings of the Board, the order of business shall be as follows:

- Minutes of previous meeting
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Old Business
- New Business
- Adjournment

Section 7.03 - **Votes**

All Members will have one vote on any issue or elected position. Simple, majority vote of the Membership will be the manner of election. A two-thirds majority vote is required for any proposed expenses of \$500 or more, excluding expenses for agility trials.

Section 7.04 - **Attendance at Meetings**

All Members are welcome to attend all meetings. An exception may arise if the Board of Directors needs to conduct business that it considers confidential, at which point the meeting will move to Executive Session and all non-Board members will be excused. An example of confidential business may be the need to determine an employment contract, an issue with an insurance settlement, etc.

ARTICLE 8 ANNUAL MEETING AND ELECTIONS

Section 8.01 **Annual Meeting**

The annual meeting shall be held in the first quarter of each year and will be dependent upon safe weather conditions. In the case of a pandemic or any other situation where an in-person meeting cannot be held, voting on the incoming slate of Board members and any other issues will be done via electronic means. Five days prior to the annual meeting, the Secretary will email the list of available positions and those seeking election to the Membership; as well as other business to come before the Membership, to all Members. At the meeting, each incumbent officer will report on the previous twelve months' activity and provide data as needed for the Membership to make informed decisions on matters to be voted upon.

At this meeting, the election of Members to the Board will take place from among those nominated in accordance with Section 8.04 of Article 8. They shall take office immediately upon conclusion of the meeting, and each retiring officer shall turn over to the successor all properties and records related to the office within thirty days after the election. At the request of any one Member, a written ballot will be used.

Section 8.02 - Absentee Balloting

Absentee voting shall be permitted in any Corporation meeting or election provided the Member informs at least two members of the Board, (typically the Secretary and the President), of their vote via email, at least two days prior to the meeting. In addition, email may be used to cast votes after a meeting on issues under discussion, if, at that meeting, the Membership agrees to carry out the vote on that particular issue in that way.

Section 8.03 - Elections

The nominated candidate receiving the greatest number of votes shall be declared elected.

Section 8.04 - Nominations

No person may be a candidate in a corporation election who has not been nominated. During the month of January, the Board shall select a nominating committee consisting of one or two Members. The Secretary shall immediately notify the individuals on the nominating committee of their duties. No member of the nominating committee may be a candidate for nomination.

- A. The committee will receive recommendations for officers of the Board for the next year, from the members of the standing Board of Directors. The nominating committee shall then nominate one candidate for each office and each of the board member seats with expiring terms of office. These nominations shall be reported to the Secretary via email.
- B. The Chairperson shall notify each of the candidates so nominated.
- C. Any person so nominated who declines to be a candidate for the position to which he/she has been nominated shall notify the nominating Chairperson via email within five days of the date of the Chairperson's email letter of notification.
- D. Additional nominations may be made to the Secretary prior to the 6th day before the annual meeting by any Member provided that the person so nominated does not decline when his/her name is proposed and provided. The nominator shall present to the Secretary a written statement from the proposed candidate signifying the person's willingness to be a candidate. No person may be a candidate for more than one office, and the additional nominations that are provided for herein may be made only from those Members who are not nominated by the Nominating Committee or who declined such nomination as provided. However, no person who has declined the Committee's nomination may be nominated for the same position that year.

- E. Nominations cannot be made at the Annual meeting or in any other manner other than as provided in Section 8.04 of this Article 8.
- F. The Secretary will email a notice at least five days prior to the annual meeting to all Members informing them of the candidates for election.

ARTICLE 9 FINANCIAL DETAILS

Section 9.01 - Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the non-profit purposes of the Corporation.

Section 9.02 - Audits

The financial records of the Treasurer may be audited annually by a person or accountant appointed by the Board.

ARTICLE 10 AMENDMENTS TO BYLAWS

Section 10.01 Amendments

The by-laws may only be amended by a majority vote of paid Members present and voting at the Annual Meeting, or by a majority vote of paid Members via email during the year. Proposed amendments must be presented to the Board at least thirty days prior to the Annual Meeting. Amendments proposed by the Board must be presented to Membership at least five days prior to an electronic vote via email in order for discussion to take place prior to the vote. The proposed amendments will be included in the notice of the Annual Meeting per Article 8.

ARTICLE 11 DISSOLUTION

Section 11.01 Dissolution

The Corporation may be dissolved at any time by written consent of not less than two-thirds of the Members. After payment of all debts of the Corporation, its property and assets shall be distributed for one or more exempt purposes, as decided by the Membership, within the meaning of Section 501c4 of the Internal Revenue Code or shall be distributed to the Federal, Massachusetts, or local government for a public purpose.