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**A California Non-Profit Benefit Corporation
Bylaws of
Valley Agility Sports Team**

1. Name.

The name of this corporation is **VALLEY AGILITY SPORTS TEAM (VAST)**.

2. Office of the Corporation.

The principal office for the transaction of the activities, affairs, and business of the corporation is located at:

581 Amy Court
French Camp, California 95231

See Addendum
To Bylaws

The Board of Directors (Board) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this section or this section may be amended to state the new location.

3. Purpose and Limitations.

(a) General Purposes. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. Such purposes for which this corporation is formed are pleasure, recreation, and other non-profitable purposes and are to:

- i. Encourage the human/animal bond and to promote the welfare of all dogs whether purebred or not.
- ii. To promote the public good through sports participation and recreation by conducting agility matches, licensed agility trials and tests under the rules of sanctioning agility organizations.
- iii. Encourage and promote national and international competition in the sport of dog agility by providing training and support for superior teams of athletes.
- iv. Further the advancement of all dogs in agility training and to promote an interest in and a public appreciation for agility trained dogs and agility competition.
- v. Encourage members to display the best possible sportsmanship while striving to achieve excellence in competition.

- (b) **Specific Purpose.** This corporation shall conduct dog agility trials in the State of California, guided by the rules and regulations of the United States Dog Agility Association (USDAA), the North American Dog Agility Council (NADAC), or other nationally recognized agility organizations. This corporation may provide an opportunity for dog agility training, open to member and non-members.
- (c) **Limitations.** This corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation. No part of the net earnings of the corporation shall benefit any member or private shareholder, as defined for purposes of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended. This Corporation will not, as a substantial part of its activities, attempt to influence legislation or participate to any extent in a political campaign for or against any candidate for public office. Notwithstanding any requirements or qualifications for membership set forth in these bylaws, this corporation shall not discriminate against any person on the basis of gender, race, color, religion, or breed of dog.

4. Members

- (a) **Classes and Qualifications.** This corporation shall have three classes of members, designated as founders, general and honorary members. Any person dedicated to the purpose of this corporation and who has submitted an application for membership, paid the appropriate dues and fees and has shown a commitment to participation in the corporation's activities by attending two corporation meetings or assisting at two other corporation events shall be eligible for general membership on the approval by the Board and the general membership. The Board may award honorary membership to persons who are not active general members, but who have made exceptional contributions to the club. Honorary members will not be assessed dues or fees. Founders are the eleven originators of the club and so are given special membership as such.
- (b) **Voting Members.** Founding and general members shall have the right to vote, as set forth in these bylaws on:
- i. The election of directors
 - ii. The initiation of new general members
 - iii. ~~The disposition of all of the assets of the corporation~~
 - iv. Election to dissolve the corporation. In addition, general members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

- (c) **Good Standing.** Those founding and general members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.
- (d) **Requirements of Membership.** A candidate for membership shall apply for membership on a form approved by the Board of Directors, which shall provide that the candidate agrees to abide by these bylaws. Accompanying the application, the candidate shall submit payment of membership fees and dues for the current year. All applications are to be filed with the Vice President and each application is to be screened by the Board of Directors. Each application shall be read at the first meeting of the general membership following its receipt and may be submitted for a vote by the general membership at that meeting. Affirmative votes of three fourths (3/4) of the current membership present shall be required to elect the applicant. Candidates whose applications have been rejected by the corporation may not reapply until six (6) months have passed since the rejection vote was taken.
- (e) **Termination of Membership.** A membership shall terminate on occurrence of any of the following event:
- i. Resignation of the member on reasonable notice to the corporation.
 - ii. Expiration of the period of membership, unless it is renewed on the renewal terms fixed by the Board.
 - iii. Failure of a member to pay dues, fees or assessments as set by the Board each calendar year or as otherwise required by the Board.
 - iv. Occurrence of any event that renders a member ineligible for membership or failure to satisfy qualifications for membership.
 - v. Expulsion of the member under Section 4.f of these bylaws.
- (f) **Expulsion of Membership.** A member may be expelled based on the 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 corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.
- (g) **Procedure for Expulsion.** If grounds appear to exist for expulsion of a member under Section 4(f) of these bylaws, the procedure set forth shall be as followed:

- i. The member shall be given 15 days prior notice of the proposed expulsion and the reason for the proposed expulsion. The corporation shall give notice by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.
- ii. The member shall be given an opportunity to be heard in writing, at least five days before the effective date of the proposed expulsion. The written statement will be considered by the Board or by a committee or person authorized by the Board to determine whether the expulsion should take place. The member will be sent a written statement of the Board's decision.

(h) Transfer of Membership Rights. No membership or rights arising from membership

shall be transferable. All membership rights cease on the member's death.

(i) Reinstatement of Former Member. Any former member whose membership was not terminated by expulsion may be reinstated to membership by payment of current dues and provided that the question of that reinstatement be brought to a vote of the general membership at the next regular meeting. Affirmative votes of three fourths of the general members present shall be required to reinstate the former member.

5. Dues, Fees, and Assessments. Each member must pay within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board and approved by the voting members. The dues, fees, and assessments shall be equal for all members. The Board may establish a membership fee to be paid by candidates for membership with the submission of their applications for membership. The Board may also, in its discretion, encourage participation in corporation activities by establishing a standard, objective system of credits for contribution of time and effort to the corporation that may be used to offset some or all of the dues, fees, and assessments required of individual members. Such credits shall be awarded on an equal basis for all members.

6. Meetings of Members.

(a) Place of Meeting. Meetings of the members shall be held at any place within or outside California designated by the Board.

(b) Meeting. An annual meeting of the members shall be held on the second Wednesday of August, unless the Board fixes another date and time and so notifies the members. At this meeting, directors shall be elected by secret ballot, if necessary, and any other proper business may be transacted. The new officers shall take office immediately and each retiring officer shall turn over to his/her successor all properties and records relating to that office. Other meetings of the members may be held from time to time during the year as designated by the Board.

(c) Special 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.

(d) Quorum. ~~Twenty (20) percent of the general members, including no less than two (2) officers of the corporation, shall constitute a quorum for the transaction of business at any meeting of the members.~~ The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum.

(e) Voting. Subject to the provisions of the California Non-profit Public Benefit Corporation Law, members entitled to vote at any meeting of members shall be general members in good standing as of the date on which the meeting is held. Voting may be voice or by ballot, except that any election of directors must be by ballot if demanded by any member at the meeting before the voting begins. Each member is entitled to cast one vote on each matter submitted to a vote of the members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number or voting by classes is required by the California Non-profit Public Benefit Corporation Law or by the articles of incorporation.

7. Action without a Meeting. ~~No action required or permitted to be taken by the general members may be taken without a meeting.~~

8. Voting by Proxy. Voting by proxy is prohibited.

9. Members of Record. A person holding a general membership in good standing on the date of any action required or permitted to be taken by the general members, or on the date required for notice to be given of any proposed meeting, shall be a member of record.

10. Officers, Directors, and Members at Large. The corporate powers of this corporation shall be vested in the Board of Directors consisting of the President, Vice President, Secretary, and Treasurer, Corresponding Secretary, Historian and Members at Large. Officers will be elected by the general membership as provided by these bylaws. All shall be general members in good standing of the corporation. The members at large are the eleven founders. If due to attrition the members at large are less than five the additional directors shall be elected. The President of the corporation shall serve as the Chairman of the Board of Directors.

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11. Election of Officers and Directors. The officers and directors shall be elected by ballot, if necessary, at the annual meeting of the members and shall serve for two years or until their successors are elected. The term of office shall begin immediately after election. There shall be no additional directors if there are at least 5 founders still remaining as members in good standing.

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12. Vacancies. As vacancies occur on the Board of Director, the remaining directors and officers may immediately appoint an individual from the general membership to fill that vacancy. The appointment must be ratified by a majority of the members present at the meeting. The newly appointed officer or director shall serve the remainder of the term.

13. Officers. The Club's officers consist of the President, Vice-President, Secretary, Treasurer, Corresponding Secretary and Historian.

President: Shall preside at the meetings of the Club, of the Board of Directors, and at all special meetings. With the advice of the other members of the Board, direct the affairs of the Club, and shall discharge such other duties as may be required by the Bylaws of the Club. Appoint committee chairmen and trial secretary when needed.

Vice-President: Shall have the duties and exercise the powers of the President in case of the President's absence. In addition the Vice-President shall serve as Membership Director.

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As membership director the Vice-President Shall: Maintain a roster of all members that includes their addresses, email addresses, telephone numbers and dog's name and birth date.

Send out applications to prospective members, and distribute completed membership applications to the Board for their consideration. The Vice-President shall notify applicants for membership of the Board's vote. Develop and maintain, in conjunction with the Board, any documents associated with the Club membership.

Secretary: Shall prepare, keep and report a record of the proceedings of all Club meetings.

Corresponding Secretary: Shall keep monthly calendar of agility field supervision. Notify members of Club meetings when necessary and have charge of all club correspondence.

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Treasurer: Shall handle the finances of the Club. Collect or receive all monies due the Club and deposit, in the Club's name, all monies in such place of deposit as shall be designated by the Board. Pay out any monies on order of the Board. These records will be open at all times to inspection by the members of the Club. Report to the Club at each meeting the condition of the finances of the Club.

Historian: Shall keep a pictorial record of the Club's meeting and/or activities.

14. Order of Business and Roberts Rules of Order.

Order of Business: The order of business of all meetings of the Club shall be as Follows:

1. Introduction of prospective members, new members and guests.
2. Approval of minutes.
3. Report of Treasurer.
4. Report of other officers, if any.
5. Report of Committees, if any
6. Unfinished business.
7. Action items for vote.
8. New business.

The preceding order of business may be altered or suspended at any meeting by the majority of the members present.

All order of business not other wise provided for in these Bylaws shall be governed by the procedures set forth in the Roberts Rules of Order.

15. Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any of the above positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as

used in this bylaw shall have the same meaning as in Section 7237(a) of the California Corporations Code.

- 16. Insurance.** The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, and other agents, against any liability asserted against or incurred by any officer, director, or agent in such capacity or arising out of the officer's director's or agent's status as such.

17. Records and Papers.

(a) The corporation shall keep adequate and correct books and records of account; written minutes of the proceedings of its members, Board, and committees of the Board; and, a record of each member's name, address and class of membership.

(b) All such records and papers shall be available and subject to inspection and copying by any member of the Board of Directors or any general member or the director or general member's agent or attorney, upon request, at any reasonable time and place, and if the purpose for inspection and copying is reasonably related to the general member's interest as a member of the corporation.

(c) Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, and physical properties. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

(d) The corporation shall keep at its principal office the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times.

18. Annual Report

(a) The secretary and treasurer shall prepare an annual report within 120 days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:

- i. A balance sheet and an income statement as of the end of the fiscal year.
- ii. A statement of the place where the names and addresses of the current members are located.

(b) The corporation shall notify each member annually of the member's right to receive a financial report under this section.

(c) This section shall not apply if the corporation receives less than \$10,000.00 in gross revenues or receipts during the fiscal year.

19. Amendments.

These bylaws may be altered, amended or replaced, in whole or in part as follows:

- i. The proposed amendment must be presented and discussed at a regular or special general membership meeting.
- ii. For the proposed amendment to pass, it must be approved by a two-thirds (2/3) vote of the general members in good standing.

20. Dissolution.

(a) Procedure for Dissolution. The corporation may be dissolved at any time with the written consent of not less than two thirds (2/3) of the general members in good standing, at a meeting duly called and noticed for that purpose.

(b) Distribution of Assets. In accordance with the California Nonprofit Public Benefit Corporation Law, on the 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 organizations that operate exclusively for pleasure, recreation, and the promotion of social welfare through the amateur sport of dog agility. These organizations shall have tax-exempt status under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and which has established its tax-exempt status under Section 23701d of the California Revenue and Taxation Code (or the corresponding provision of any future California revenue and tax law).

Addendums to the Bylaws of Valley Agility Sports Team

I. Term of Officers

The President, Vice President and Treasurer will continue holding that office through the 2003-2004 year to create the situation where half the board is re-elected each year. The Recording Secretary, Corresponding Secretary and Historian will be elected for a two year term starting August 2003. The President, Vice President and Treasurer will be elected for a two year term starting August 2004.

I. Election of Officer

From this date June 21, 2004 the election of officers will be voted for at the August Annual Meeting and/or by email on designated dates. The newly elected officers will take office on the first day of the coming year, January 1. The length of term and the duties will remain the same. This will allow the new officers sufficient time to learn the duties of their offices.

II. Officers of the corporation

1. From this date June 21, 2004 the Club's officers will now include:

- a. the office of President Elect, who will assist the President and then succeed the current President. The terms of office will be as described in the Bylaws.
- b. The office of Vice President will now be named the Director in Charge of Membership. The term of office will be as described in the Bylaws.
- c. the office of Director in Charge of Fundraising, this will be an appointed board position.

2. From this date Aug 14, 2004 the Club's officers will no longer include the office of Corresponding Secretary.

III Change of the Corporations principal address.

From this date June 21, the Club's principal address will be a P.O. Box Number in Turlock, California.

2930 Geer Rd.

#187

Turlock, CA

95382