

# **COA Constitution & Bylaws**

Adopted May 1993 • Revised February 2016

Approved by the Membership May 2016 • Approved by the United Kennel Club June 2016

The Chinook Owners Association, Inc. is officially associated with the United Kennel Club, Inc. (UKC), and is the official UKC national association for the Chinook breed.

## **Constitution**

### **Article 1 ..... Name**

Section 1.01 This organization shall be known as the Chinook Owners Association, Inc. (COA, or the Club)

### **Article 2 ..... Purpose**

Section 2.01 To promote the public's knowledge and appreciation of dogs in general and Chinooks in particular;

Section 2.02 To produce, publish, and distribute to the general public educational materials about the proper care, treatment, breeding, health, development and training of Chinooks;

Section 2.03 To support and promote study and research on the history, character, breeding, genetics and particular health problems of Chinooks;

Section 2.04 To establish a national data base of resource materials about the Chinook;

Section 2.05 To further understanding of the disease, defects, injuries and other ailments that afflict dogs in general and Chinooks in particular;

Section 2.06 To acknowledge and advance the critical role of an UKC National breed club in providing education, health research and support of rescue for the benefit of the general public, purebred dogs, and Chinooks in particular;

Section 2.07 To conduct activities including sporting events, licensed events, specialty shows, working certificate tests, obedience, agility and tracking trials, and other such activities and events as may be held under the rules of the United Kennel Club, in furtherance of the above purposes;

Section 2.08 To urge members and breeders to be guided by principals of good sportsmanship, including fair and honest conduct, and to accept the standard of the breed as established by the COA and the United Kennel Club (UKC) as the only standard of excellence by which the Chinook shall be bred and judged.

Section 2.09 To otherwise preserve and protect the Chinook and to do all things possible to promote its natural qualities, including the encouragement of regional activities and/or interest/study groups.

### **Article 3 ..... Non Profit Status and Exempt Activities Limitation**

Section 3.01 The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the club shall inure to the benefit of any member or individual.

Section 3.02 No part of the net earnings of the Chinook Owners Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the COA shall be authorized and empowered to pay reasonable compensation for services rendered and to

make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

- Section 3.03 No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on by:
- A. An organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code,
  - B. An organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## Bylaws

### Article 4 ..... **General Policy & Definitions**

- Section 4.01 **Good Standing:** A Member shall be considered 'in good standing' if all of the following apply:
- A. The member's dues for the current year are paid
  - B. The member does not have any overdue debt obligations to the COA
  - C. The member has not been suspended or expelled in accordance with *Article 14: Discipline*.
- Section 4.02 **Method of Communication during Meetings:** Meetings may be held by means of electronic communications technology that permits those in attendance to:
- A. Read or hear the proceedings substantially concurrently with their occurrence
  - B. Vote on matters submitted
  - C. Pose questions
  - D. Make comments.
- Section 4.03 **The Terms 'Send' and 'Notify':** Unless otherwise stated:
- A. The Board may communicate information, meeting notices, and balloting notices to the membership by mail, email and/or other electronic means.
  - B. The Board can designate another member of the organization or an outside organization to electronically send announcements or meeting notices. Such electronically sent announcements and notices will be considered sent by the Board, and/or the applicable officer, and will be considered proper notice of the meeting, or vote.
- Section 4.04 **The Term 'Written' or 'in writing':** Unless otherwise stated, written communications between members, or members and the Board of

Directors/Officers may take place either electronically or physically via paper and the US Mail.

Section 4.05 **Official Club Publication:** The Club's official publication is the *Chinook Quarterly*.

Section 4.06 **The Term 'Ballot':** Unless otherwise stated, voting may take place using electronic balloting technology or paper ballots and the US mail. The voting mechanisms will meet the following requirements:

- A. Fair balloting that is open to all eligible members of the Club
- B. Anonymity
- C. Protection against fraudulent balloting
- D. Ballot archiving
- E. Timely reporting of balloting results.

Section 4.07 **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.

Section 4.08 **Pronouns:** This document uses the gender-neutral pronoun 'they' instead of 'he' or 'she' and determiner 'their' instead of 'his' or 'her'.

## Article 5 ..... **Membership Meetings**

Section 5.01 **Annual Membership Meeting:** The Annual Membership Meeting shall be held, if possible, in conjunction with a national UKC licensed event, and the date will be decided upon by the current Board of Directors. No quorum is required to hold the Annual Membership Meeting.

Section 5.02 **Special Membership Meetings:** Special Membership Meetings may be called by the Board of Directors as necessary.

Section 5.03 **Notice:** A notice for any membership meeting will be sent to all members by the Secretary at least 30 days prior to the date of the meeting.

## Article 6 ..... **Board of Directors**

Section 6.01 **Composition:** The general management of the Club's affairs shall be entrusted to the Board of Directors. The Board of Directors shall be composed of four officers, and nine Committee Chairpersons for a total of 13 members. All Board positions shall be COA members in good standing.

- A. Officers
  - 1. President
  - 2. Vice President
  - 3. Secretary
  - 4. Treasurer
- B. Committee Chairpersons
  - 5. Bench
  - 6. Communications
  - 7. Health and Genetics
  - 8. Historian
  - 9. Membership

- 10. Regional Activities
- 11. Registrar
- 12. Rescue
- 13. Working Dog Program

Section 6.02 **Elected vs. Appointed positions:** The board shall be comprised of both elected and appointed positions. The ratio of appointed positions shall not exceed elected positions.

- A. Elected Positions
  - 1. President (holdover from previous election)
  - 2. Vice President
  - 3. Secretary
  - 4. Treasurer
  - 5. Bench Chair
  - 6. Communications
  - 7. Membership
- B. Appointed Positions
  - 1. Health and Genetics
  - 2. Historian
  - 3. Regional Activities
  - 4. Registrar
  - 5. Rescue
  - 6. Working Dog Program

Section 6.03 **Bond:** The Board of Directors shall determine the need to bond individuals handling monies.

Section 6.04 **Electronic Communications:** Meetings of the Board of Directors and the Officers Committee may be held by means of electronic communications technology that permits those in attendance to:

- A. Read or hear the proceedings substantially concurrently with their occurrence,
- B. Vote on matters submitted,
- C. Pose questions,
- D. Make comments.

Section 6.05 **Compensation:** No Board Member shall receive any compensation for services rendered to the Club; however, a Board Member may be reimbursed for expenses reasonably incurred on behalf of the COA if such expenses were preapproved by a majority vote of the Officers Committee.

Section 6.06 **Liability of Qualified Directors:** The Club adopts the provisions of *Title 13-B Maine Nonprofit Corporation Act §714.1*, providing for no civil liability of qualified directors for the performance or nonperformance of the director's duties other than gross or intentional negligence as the statute now exists or is later amended.

Section 6.07 **Indemnification:** The Club adopts the provisions of *Title 13-B Maine Nonprofit Corporation Act §714.6*, providing for the indemnification of

- directors, officers employees or agents and shall purchase Directors and Officers Insurance.
- Section 6.08 **Conflict of Interest:** Any Board member whose immediate household members or immediate family members or business partners including co-ownerships represent or have any direct or indirect interest in financial or policy decisions facing the Board shall be considered to have a Conflict of Interest. Board members in such situations, either personally or through association with household and/or family members or business partners, will reveal their interest, making full disclosure of the same.
- Section 6.09 **Officers Committee:** The Club's Officers Committee shall consist of the four officers - President, Vice President, Secretary, and Treasurer. The Officers Committee has these specific duties:
- A. Approve Single Dog Registrations, as outlined in Article 8.10.B.
  - B. Approve the COA Chinook National Specialty Show Chair, as outlined in Article 8.04.A.
  - C. Review Motion for Termination (of a Board Member), as outlined in Article 6.13 and Article 6.14.
  - D. Final arbiter of the eligibility of board candidates nominated by the general membership as outlined in Article 9.04.
  - E. Approve Election Mechanisms as described in Article 9.05.
  - F. Approve reimbursement of expenses incurred on behalf of the club by members as outlined in Article 6.05.
- Section 6.10 **Majority Vote in Officers Committee:** Because of the even number of members in the Officers Committee, any vote taken by the Officers Committee will be considered carried with a 3/4 majority in the affirmative.
- Section 6.11 **Action in Conflict:** No Director of the COA will take an action in conflict with the stated purpose of the Club.
- Section 6.12 **Vacancies:** With the exception of the office of President, vacancies on the Board that occur during the board term shall be filled by a majority vote by the remaining Board members and will be in effect until the next vote of the general membership.
- A. **Vacancy of the office of President:** In the case of the office of President, the vacancy will be filled by the Vice President.
  - B. **Vacancy of the office of Vice President:** In the case of the office of Vice President, the vacancy shall be filled by the Board for the remainder of that Board's term. This appointed Vice President will not automatically assume the presidency, but in the next election, this individual, if they choose, will stand for election. This will result in a ballot listing both the President and Vice President.
- Section 6.13 **Termination:** A Board member may be involuntarily terminated by two-thirds (2/3) majority of the remaining Board of Directors for just cause. Just cause may include:
- A. A repeated failure to fulfill the duties of their Board role resulting in a vote of no confidence
  - B. Misuse of Club funds or resources

- C. A knowing violation of Club's Constitution or Board policies
- D. Loss of good standing with the UKC
- E. Actions or behavior in their board role that is fraudulent, in conflict with the COA Code of Ethics, in conflict with the stated purpose of the club, or that otherwise jeopardize the Club's role or functioning.

Section 6.14 **Process for Termination:** A motion for termination of a board member may be made by any Board member and submitted in writing to the COA Secretary.

- A. The Club's Officers Committee shall review the motion and that cause shall be presented in writing to the Board member, who is the subject of the motion, through the Secretary. The Board member then has 10 days to respond.
- B. The Secretary shall provide all Board members with the motion for termination, the Board member's response and a ballot to vote on the motion of termination within a specified timeframe not to exceed 10 days.

Section 6.15 **Term:** The term of each Board member shall be 2 years, with no set term limit, with the exception of the membership elected Vice-President which is a four-year commitment, two as Vice President and two as President.

## Article 7 ..... **Officers**

Section 7.01 **President** – The President shall preside at all meetings of the Club, the Board, and the Officers Committee and shall have the duties and powers normally given to the Office of the President in addition to those particularly specified in the by-laws.

Section 7.02 **Vice-President** – The Vice-President shall have the duties and exercise the powers of the President in the case of the President's death, absence, incapacity, or resignation. The Vice-President will automatically assume to the position of President at the start of the subsequent board term.

Section 7.03 **Secretary** – The Secretary shall:

- A. Keep a record of all meetings of the Club and of the Board. In addition, they shall keep a record of all votes taken by mail, email, teleconference or other communication format and of all matters of which a record shall be ordered by the Club.
- B. Be the UKC Corresponding Officer.
  - 1. The Secretary may delegate aspects of UKC correspondence to appropriate committee chairs including but not limited to:
    - a. Bench issues
    - b. Registration issues
- C. Notify members of meetings, and notify officers and committee chairpersons of their election to office. They shall provide all members of the Board with copies of the above information.
- D. Compile Board Meeting documents, and agenda, unless, by prior arrangement, another Board Member undertakes the task.

- E. Ensure public documents of the Club, including but not limited to the Constitution & Bylaws, Code of Ethics, and Breed Standard are up to date and available to the membership.
- Section 7.04 **Treasurer** – The Treasurer shall:
- A. Handle all Club financial transactions, including collection of dues, and shall keep a detailed accounting of receipts and disbursements.
  - B. Deposit Club funds in a bank approved by the Board in the name of the Club. Club books shall be open to the inspection of Board members at all times and there will be an annual audit of the books, if deemed necessary, arranged by the Board of Directors.
  - C. Provide the Board with quarterly reports on the financial activity of the Club and the membership with an annual report on the same. The Treasurer shall be responsible for preparing and filing reports with the state and federal revenue officers.
  - D. Have the deeper obligation of keeping the Board of Directors and members aware of the financial health of the Club and projecting expenses and future income.
- Section 7.05 **Dog Owning Officers:** Only owners of UKC registered Chinooks or COA registered crossbred Chinooks (living or deceased) may be elected as an officer of the COA.
- Section 7.06 **One Family Member in Officer Position:** No two immediate family members shall hold officer positions concurrently, except if serving as co-officers with one vote, but they may both be on the Board of Directors at the same time.
- Article 8 ..... **Committee Chairpersons**
- Section 8.01 All Chairpersons must be members in good standing of the Club and may hold other Board or Chair positions. Committees may include but are not limited to those listed.
- Section 8.02 All Officers and Chairpersons, or a designated member of their committee, shall moderate their respective section(s) of the Chinook Forums, when the group becomes active, if such a section is deemed necessary.
- A. It should be noted that while the Communications Chair, and any related committee members will have overall control of the *Forums*, each officer and committee chair will moderate the section of the *Forums* that applies to their committee.
- Section 8.03 All Chairpersons shall make external correspondence available to the Secretary for archiving purposes.
- Section 8.04 The **Chairperson of the Bench**, also known as the ‘Bench Chair’ shall have the responsibility for:
- A. Organization of the Chinook National Specialty, including the following duties:
    - 1. Oversee the Show Chairperson, who is appointed by the Officers Committee, and ensure that the Show Chairperson executes all the responsibilities of the position including:
      - a. The selection of a host committee

- b. The selection of a judge
  - c. The selection of a Show Secretary
  - d. The selection of Ring Steward(s)
  - e. Date and venue for the Specialty
  - f. Trophies
  - g. Show Premium and Show Program
  - h. Advertising
  - i. Insurance
2. Working with the Show Chair, the Bench Chair shall maintain liaison with the Board to assure that approval of the show date, show secretary, judge(s), and site is obtained from the COA and the UKC.
- B. Organizing UKC licensed performance events, such as Obedience, Rally, Weight-Pull, etc.
- C. Maintaining a familiarity with current UKC publications, and show operations rules.
- D. In coordination with the COA Working Dog Program (WDP), and the Regional Activities Coordinator, organize races, trials, excursions, hikes and other activities to give opportunities for Chinooks to gain titles in the COA-WDP.
- E. Organizing performance events not licensed by the UKC, but licensed by a third party, such as Herding Instinct.
- 1. If, at some point in the future the UKC should decide to license an event that, at this time, is licensed by a third party, the COA must discontinue the relationship with the third party, and the event will fall under Article 8.04.B.
- F. Providing opportunities for judges' education of the Chinook Breed Standard via UKC Judges Education Seminars.
- G. Sending notice of upcoming COA competitive events, and new titles earned to the Communications Chair for publication in the *Chinook Quarterly*.
- 1. The Bench Chair will coordinate with the Communications Chair as to the most efficient way to gather data regarding titles.

Section 8.05 The **Communications Chairperson** shall be in charge of Communications both to the membership, and the public. This position is responsible for:

- A. Webmaster for Chinook.org, the Club's website
- B. The Communications Chair will also determine the computing & digital storage needs of the club and make arrangements for adequate resources.
- C. The Chinook Quarterly
- D. The Chinook Owners Association Facebook page
- E. The COA-L, the Club's Yahoo email group, until replaced by the Forums
- F. The *Chinook Forums* (future) the Club's forum group



- G. As per Article 8.02, it should be noted that while the Communications Chair, and any related committee will have overall control of the *Forums*, each officer and committee chair will moderate the section of the *Forums* that applies to their committee.
- H. Publicity and Advertising
- Section 8.06 The **Health & Genetics Committee Chairperson** shall be in charge of monitoring Chinook health trends and supporting the breed's growth to a sustainable gene pool. This position is responsible for
- A. Monitoring health information on the Chinook, and identify trends requiring additional analyses
  - B. Identifying canine health initiatives that would benefit the Chinook and communicate them to the membership
  - C. Informing the membership about general canine and specific Chinook health concerns
  - D. Conducting relevant studies/ research on the health in the Chinook breed
  - E. Developing and administering appropriate programs to ensure the Chinook has sustainable genetic diversity
  - F. The management the Chinook Breed Conservation Program
  - G. Sending list of dogs' public health test updates to the Communication Chair for publication in the Chinook Quarterly.
- Section 8.07 The **Historian** shall gather and maintain historical records concerning the Chinook breed and the Club.
- A. Historical materials will be digitized and made available on the COA website.
  - B. The Historian shall be the board-designated liaison with all external Chinook breed archives, institutional and private as well as with all canine historical archives in general.
- Section 8.08 The **Membership Chairperson** shall be responsible for maintaining the official roster of members and advise the Officers Committee of changes thereto. They shall also:
- A. Find ways to promote new membership and retain current membership, if possible by working with the Communications Chair for indirect contact and/or by direct contact with prospective members.
  - B. Maintain the current membership list in the appropriate email delivery system the Club uses for mass emailing membership.
  - C. Coordinate all direct contact (email, regular mail) with membership.
  - D. Handle all membership applications in accordance with membership requirements, forward dues payment to the Treasurer, and collect pertinent data on all members.
  - E. Maintain the Membership Database.
  - F. Provide a quarterly update on the roster to the Communications Chair for publication in the *Chinook Quarterly*.

- G. Provide all new members with instructions on how to access the members section of the COA Website, including the COA Membership Directory.
- Section 8.09 The **Regional Activities Chairperson** (Also known as the Regional Activities Coordinator) shall be responsible for encouraging and facilitating non-bench regional activities for the Club. They shall also:
- A. Provide information on upcoming regional events, dates, etc. to the Communications Chair for publication in the *Chinook Quarterly*.
- Section 8.10 The **Registrar** shall work directly with the Officers Committee of the COA and be the official liaison with the V.P. of Registrations at the UKC, maintaining records of UKC Registered Chinooks in a pedigree database.
- A. Provide pedigree printouts to members requesting information about breedings.
- B. Accept and review single dog registration requests. If recommended by the Registrar and approved by the COA Officers Committee, they will be recommended to the UKC for registration.
- C. Maintain the official COA Crossbreeding Registry, including recording litter registrations, and field inspections.
- D. Coordinate DNA testing of both registered Chinooks and those seeking single dog registration. All decisions concerning purebred status will need approval of the COA Officers Committee with recommendation of the Registrar.
- Section 8.11 The **Rescue Chairperson** (also known as the Rescue Coordinator) shall maintain a list of Chinooks who need placement in new homes and attempt to find suitable homes for them. If feasible, temporary housing shall be provided.
- Section 8.12 The **Working Dog Program Chairperson** shall run the COA Working Dog Program (WDP). The goals of the program are to encourage owners to work with their Chinooks in the pursuits for which they were intended and provide certification to those dogs in those pursuits. The WDP should reflect the Chinook Breed Standard to encourage the conformation, temperament, and working ability of the Chinook dog and encourage the breeding of better dogs. The duties of the WPD Chairperson are:
- A. To promote the WDP
- B. Encourage and assist those wanting to host a WDP event.
- C. Answer all inquiries regarding the WDP
- D. Receive all applications for the WDP and ensure that received applications are complete. Contact applicant(s) if/when incomplete applications are received.
- E. Submit the complete application to the WDP Committee (WDPC) for discussion and acceptance or rejection
- F. Ensure the appropriate certificate is printed and mailed to all qualifying applicants

- G. Advise the person submitting the application of the WDPC's decision. In the event the application was rejected the WDP Chair will advise the submitter what is needed to make the application acceptable.
- H. Forward any payments received to the Chinook Owners Association (COA) treasurer
- I. Note any new certificates or titles earned at the COA Board Meetings
- J. Provide a list of new WDP titles to the Communications Chair for publication in the *Chinook Quarterly*.

**Article 9 ..... Nominations and Elections**

Section 9.01 **Board Elections:** The election of Officers and directors shall take place in even-numbered years. The election shall be conducted by ballot, as outlined in Article 9.05, unless no Nominations from the Membership are received by the Secretary as provided in Article 9.04. In this case no ballot will be necessary, and the persons selected by the Nominating Committee will be declared elected by the Secretary. The results from this direct election become official effective April 30th.

Section 9.02 **Candidate Must Be Nominated:** No person may be a candidate in an election that has not been nominated either by the Nominating Committee as outlined in Article 9.03, or by the Membership as outlined in Article 9.04. Nominees must be COA members in good standing.

Section 9.03 **Nominating Committee:** A Nominating Committee of not less than three and not more than seven members shall be chosen by the Board according to the following timetable:

- A. The Board will solicit volunteers no later than January 1 of the election year through official COA communications.
- B. The committee shall consist of members in good standing and to the extent possible, should represent a cross-section of the COA membership (e.g., from different areas of the country, those that work their dogs, breeders, and pet families, etc.)
- C. The Board shall name a Chairman for the Committee.
- D. The Nominating Committee may conduct its business by mail, telephone or appropriate electronic means.
- E. The Nominating Committee shall nominate a Slate of candidates from among the eligible membership of the Club, and shall procure acceptance from each nominee so chosen no later than 15 March.
- F. The Slate may include one candidate or single group of co-candidates that plan to serve together per position.
- G. The Secretary will communicate the Slate of candidates to all eligible members (including full name, and state in which each candidate resides) no later than April 1st.

Section 9.04 **Nominations from the Membership:** The Secretary will solicit additional nominations from members when the Slate of candidates from the Nominating Committee is communicated. Nominations from the membership must include the written acceptance from the nominated

candidate if submitted by a third party, and must be received by the Secretary through mail or email no later than April 15th.

- A. Membership nominations must meet eligibility requirements as laid out in Article 7 (Officers) and Article 8 (Committee Chairpersons).
- B. Any nominations reviewed by the Secretary as not meeting said requirements will be escalated to the Officers Committee for review.
- C. If the majority of the Officers Committee agrees the nominated party does not meet requirements for the role, the nominating member will be notified that the nomination is ineligible to be included in the election.

Section 9.05

**Election Process:** The Secretary shall propose communication and voting mechanisms for the election (e.g., mail, online voting) to the Officers Committee. The Officers Committee shall approve the mechanisms no later than March 1st of the election year.

- A. The communication and voting mechanisms will meet the following requirements:
  - 1. Fair balloting that is open to all eligible members of the Club
  - 2. Anonymity
  - 3. Protection against fraudulent balloting
  - 4. Ballot archiving
  - 5. Timely reporting of balloting results.
- B. The Secretary shall ensure that a ballot listing all of the nominees is sent via mail or approved electronic means to each member in good standing no later than May 1 of the election year.
- C. All members must receive the ballot via the same communication mechanism and be provided not less than two weeks to submit their votes.
- D. Voting by proxy is not permitted.
- E. A designated third party (e.g. SS, CPA, electronic voting group, etc.) will receive and tabulate the votes, and forward them to the Club Secretary, who will record the information and communicate the results to the membership via official COA communication.
- F. Election Results:
  - 1. A candidate will be considered elected if they receive a majority of votes cast in a two-candidate contest, and will be considered elected if they receive a plurality of votes cast in a contest with more than two candidates.
  - 2. Amendments or other ballot questions will be considered approved if they receive the required number of votes (majority, 2/3 majority etc., see appropriate section of bylaws for each case) of ballots cast.

Section 9.06

**Inability to Serve:** If any nominee is unable to serve for any reason at the first Board meeting after an election, such nominee shall not be elected and the vacancy so created shall be filled by the Board of Directors as outlined in Article 6.12, Vacancies.

Section 9.07 **Transition:** Each retiring officer shall turn over to the successor in office all properties and records relating to that office within 60 days after the election.

## Article 10 ..... **Membership**

Section 10.01 **Eligibility:** Membership in the Chinook Owners Association shall be open to all persons who are in good standing with the United Kennel Club and who subscribe to the purposes of the COA. Members need not be Chinook owners.

Section 10.02 **Right to Refuse:** The Chinook Owners Association reserves the right to refuse any entry in our competitions, as well as membership in this club to any individual, at the discretion of the Board of Directors and Members. However, no person shall be refused entry or membership on the basis of race, color, creed, religion, gender, age, national origin, sexual orientation or gender identity.

Section 10.03 **Categories of Membership:** The categories of membership are: Single, Family, Junior and Lifetime. Each of the membership categories (except Lifetime) must pay annual dues as recommended by the Board and approved by the Membership.

- A. Single – Open to all persons 18 years of age or older. Single memberships enjoy all privileges including the right to vote and to hold office.
- B. Family – Open to two adult members residing in the same household. Each member enjoys all the privileges of a single membership including the right to vote and to hold office. Two members can either join the club together as a Family membership, or they may convert two single memberships to a family membership when meeting the requirement of two adult members residing in the same household upon their next annual membership renewal.
- C. Junior – Open to children 6 years of age through 17 years of age. Junior members may not vote nor hold office. This membership may bypass the normal membership application process and be automatically converted to a Single or Family membership (if eligible) when the person turns 18 years of age.
- D. Lifetime – A membership bestowed by the Board upon COA Members whose contributions to the club and breed are exemplary.
  1. Lifetime Members do not pay dues but enjoy full privileges of Single Membership, including the right to vote and hold office.
  2. Candidates for Lifetime Memberships must be nominated by three Club Members in good standing and must be approved by a  $\frac{3}{4}$  majority vote of the Board. The nominating Members shall include length of COA Membership and examples of exemplary service for each nominee.
  3. Nominations within any Club Year must be received by the Secretary no later than 60 days prior to the upcoming Annual General Membership Meeting. Upon Board approval, a Lifetime

Membership will normally be announced and awarded at the Annual General Membership Meeting.

- Section 10.04 **Dues:** Membership dues will be determined by the Board of Directors. Dues are paid annually. Lifetime Members do not pay dues.
- Section 10.05 **Initial Payment:** Each applicant for new membership shall submit dues payment with application.
- Section 10.06 **Member Contact Information:** An email address (for communication and voting purposes) shall be provided by each voting member.
- Section 10.07 **Termination of Membership:** Membership may be terminated by the lapse of dues payment, and/or by suspension as provided by Article 14, of these Bylaws. Written resignation to the Secretary will be accepted.

#### Article 11 ..... **Policy and Procedures**

- Section 11.01 Refer to the COA Policy and Procedures Manual.
- Section 11.02 These Guidelines in the *COA Policy and Procedures Manual* may be amended or changed by a majority vote of the Board of Directors of the COA.

#### Article 12 ..... **Code of Ethics**

- Section 12.01 The Code of Ethics was established to enforce the Purpose of the COA. Articles of the Code shall be binding on the membership of the COA. The Code of Ethics is available on the COA Website and is on file with the Secretary.
- Section 12.02 The Code of Ethics may be amended, modified, or supplemented by a majority vote of the Board of Directors.
- Section 12.03 Any member may write the Board of Directors to propose amending the Code of Ethics.

#### Article 13 ..... **Breed Standard**

- Section 13.01 The official breed standard may be amended, modified or supplemented by a two-thirds (2/3) vote of the membership.
- Section 13.02 Such standard, amendments, modifications and supplements shall originate in one of two ways:
  - A. By a recommendation of the Board of Directors to the membership.
    - 1. The motion to recommend must pass by a two-thirds (2/3) vote of the Board in the affirmative.
  - B. By written petition addressed to the Secretary signed by twenty percent of the membership in good standing.
- Section 13.03 Any revision to an official UKC breed standard will be adopted only after the approval of the United Kennel Club.

#### Article 14 ..... **Discipline**

- Section 14.01 Discipline by the COA shall be as follows:
  - A. Any member who is suspended from the privileges of the United Kennel Club shall automatically be suspended from the privileges of the Club for a like period.

- B. The Board of Directors shall have power by majority vote of the members present, to suspend or expel any person from membership in the Club who, in the opinion of the Board, has been guilty of:
  - 1. A fraudulent, or dishonorable practice in connection with:
    - a. breeding.
    - b. representing the breed.
    - c. bench shows, field trials, or obedience trials.
  - 2. Conduct unbecoming a sportsman and gentleman in his relationships to:
    - d. the Club.
    - e. to an officer or board member.
    - f. to the membership or any individual member.
- C. These charges may be brought before the Board or any member.
- D. No person shall be disciplined as aforementioned in this section without a hearing before the Board of Directors.
- E. Refer to the COA Policy and Procedures Manual and Roberts Rules of Order for the specific process.

Section 14.02 Any Member known to promote, support, raise dogs for fighting, knowingly sell, give or trade dogs that will be used for fighting; condone or be associated with the facing off, game testing, rolling or pitting of dogs will have their membership automatically revoked. The member shall also be reported to the United Kennel Club for disciplinary action as well.

## Article 15 ..... **Amendments to the Constitution and/or Bylaws**

Section 15.01 The written recommendation for amendment shall be submitted to the Board of Directors.

Section 15.02 The President shall appoint a Review Committee to consider all aspects of the proposed amendment. After a complete duty of the amendment, the Chairperson of the Review Committee shall file a written report to the Board of Directors.

Section 15.03 The issue must carry a two-thirds (2/3) vote of the entire Board of Directors before it is presented to the membership. The issue is then presented to the membership for voting, as stated in Article 9.05.

Section 15.04 If all the foregoing criteria have been satisfied, the new amendment shall be adopted, so recorded by the Secretary and published in the Official Club Publication.

## Article 16 ..... **Licensed Events**

Section 16.01 All licensed events sponsored by the club will be run in accordance with rules and policies set forth by the organization for which the license has been issued.

Section 16.02 All UKC rules and policies will be followed at UKC Licensed events held by the Club.

Section 16.03 **Right to Refuse:** The Chinook Owners Association reserves the right to refuse any entry in our competitions, as well as membership in this club to any individual, at the discretion of the Board of Directors and Members.

However, no person shall be refused entry or membership on the basis of race, color, creed, religion, gender, age, national origin, sexual orientation or gender identity.

## Article 17 ..... **Dissolution**

Section 17.01 The Club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing.

Section 17.02 In the event of the dissolution of the Club whether voluntary 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.

- A. Upon the dissolution of the organization and after payments of the debts of the Club, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.
- B. Any such assets not distributed as outline above, of shall be disposed of in accordance with *Title 13-B Maine Nonprofit Corporation Act Chapter 11*.

## Article 18 ..... **Order of Business**

Section 18.01 **Annual Club Meeting:** At meetings of the Club, the order of business so far as the character and nature of the meeting may permit, shall be as follows:

- A. Roll Call
- B. Minutes of Last Meeting
- C. Report of President
- D. Report of Vice President
- E. Report of Secretary
- F. Report of Treasurer
- G. Report of Committees
- H. Unfinished Business
- I. New Business
- J. Adjournment

Section 18.02 **Board of Directors Meetings:** At meetings of the Board, the order of business (unless otherwise directed by majority vote of those present) shall be as follows:

- A. Roll Call
- B. Minutes of Last Meeting
- C. Approval of Standing Rules of Order (at start-of-term meeting)
- D. Report of President
- E. Report of Vice President
- F. Report of Secretary
- G. Report of Treasurer



- H. Report of Committees
- I. Unfinished Business
- J. New Business
- K. Adjournment