

Hudson River Air Dogs Inc.
(A Not-For-Profit Corporation)

BYLAWS

Adopted ()

Article I. Name, Purpose and Location

Section 1: Name

The name of the club shall be Hudson River Air Dogs and hereafter in this document will be referred to as the Club and references will be capitalized.

Section 2: Establishment

This corporation is organized and operated exclusively as a social and recreation club for the pleasure and recreation of its members and other nonprofit purposes within the meaning of section 501 (c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law. The social and recreational facilities of this corporation shall not be made available to the general public.

Section 3: Purpose

The purposes of the Club shall be:

- a. To promote and conduct dock jumping events under the rules of Ultimate Air Dogs.
- b. Support the sport of dog dock jumping.
- c. Educate the members and the public about the sport of dog dock jumping.
- d. Conduct training sessions and informal and formal events associated with dog activities.
- e. Protect and advance the interests of dog activities by encouraging safety, sportsmanlike competition, and responsible dog ownership.
- f. Promote happy and fun dog activities.
- g. Maintain financial stability to insure the continuation of the Club and its capabilities.
- h. Serve the best interests of the Club's members as they relate to the sport of dog dock jumping.

Section 4: Principal Office

The principal office of the Club shall be 940 South Rd, Wurtsboro, NY 12790.

The principal mailing address shall be P.O. Box 707, Hyde Park, NY 12538.

Section 5: Pool Location

The principal pool location will be 1091 County Route 10, Hudson, NY 12534.

Article II: Membership

Section 1: Eligibility

Membership shall be open to all persons who support the purposes of the Club and who are in good standing with both the Club and Ultimate Air Dogs and who are interested in promoting the sport of dog dock jumping. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of participants living in the Hudson Valley region of New York.

Membership shall not be discriminated against on the basis of race, color, nationality, sex, religion, sexual orientation, or on the basis of the breed, dog size, neutered or intact status, or mixed breeding of any member's dog.

To become a member of the Club and to renew membership, a person must file a membership application form and signed waiver together with the payment of annual dues.

Section 2: Dues

Annual membership dues for basic membership and elite membership shall be determined from time to time by a 2/3 vote of the Board of Directors and by a quorum of active membership. Both memberships will include all members of a family with the same mailing address.

Dues are payable at the time application for membership is made and are nonrefundable. Dues for membership renewals shall be payable on or before May 1st of each year. No member may vote whose dues are not paid for the current year.

Members may be removed from membership for non-payment of dues. Should a member become delinquent in payment of dues, such member shall be notified in writing of the delinquency and if such delinquency continues for a period of 10 days after sending of notice, the member shall automatically be declared in default and shall be removed from membership until such time as the dues are paid.

Section 3: Good Standing

Membership in good standing requires that dues be fully paid.

Article III: Meetings and Voting

Section 1: General Club Meetings

Meetings of the Club shall be no fewer than 6 times per year or as necessary to conduct and complete club business. The Club meetings will be held within the Hudson Valley area or by teleconference or videoconference or other available technology which allows members to hear each other at the same time at such hour and place as may be designated by the Board.

Each meeting shall be emailed no less than 10 days prior to the date of the meeting. If a member should require alternate means of notice, that member shall arrange such with the club Secretary.

Section 2: Board of Director Meetings

Meetings of the Board of Directors shall be held no fewer than six times per year or as necessary to conduct and complete Club business. The Board of Director meetings will be held within the Hudson Valley area at such hour and place as may be designated by the Board. Notice of each such meeting shall be e-mailed no less than 10 days prior to the date of the meeting. If a Director should require alternate means of notice, that member shall arrange such with the club Secretary.

Anyone or more members of the Board or a committee thereof may participate in a meeting of the Board or committee by means of a conference telephone, videoconference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 3: Annual Business Meeting of Members

The Annual Business Meeting will be held during the month of November. The means of the meeting notification will be e-mail. If a member should require an alternate means, that member shall arrange such with the club Secretary.

Section 4: Voting

Each member 18 years of age or older, in good standing whose dues are paid for the current year shall be entitled to one vote upon all questions presented for action at any Club meeting.

The quorum for such meetings shall be 10% of the members in good standards unless otherwise specifically provided by these Bylaws, a majority vote of the members voting shall govern.

Section 5: Proxy Voting

Proxy voting shall be allowed by the membership and by the Officers and Directors. To be effective, a written and signed proxy or an e-mailed proxy shall be delivered to the Secretary prior to the vote during which the proxy representation is to be effective, designating the person who shall vote in place of the member, Officer, or Director at the specific scheduled meeting. A written proxy shall be effective for only one meeting. A new written or e-mailed proxy must be provided to the Secretary by the member, Officer, or Director prior to each subsequent meeting during which such representation is desired.

Section 6: Order of Business

At meetings of both the Board and the Members, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Rollcall of Officers and Board Members
- Minutes of last meeting read
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Annual Report to the Members (at the annual meeting)
- Election of Officers and Directors (at annual meeting)
- Notification of new members
- Unfinished business
- New business
- Calendar of Events
- Adjournment

Providing that in the absence of any objection, the presiding officer may vary the order of business at his or her discretion.

Article IV: Directors and Officers

Section 1: Management

The general management of the Club shall be under the control, supervision and direction of the Board of Directors.

Section 2: Board of Directors

The Board of Directors shall be comprised of at least three officers and up to two additional Directors, all of whom shall be members in good standing. The first Board of Directors shall consist of those persons named as the initial Board of Directors in the Certificate of Incorporation of the Club, and they shall hold office until the first Annual Meeting of Members and until their successors have been duly elected and qualify. Each Board Member shall be at least 18 years of age.

Section 3: Members in Good Standing

All Officers and Directors shall be members in good standing as defined by these Bylaws.

Section 4: Officer and Director Terms

The Club's Officers shall be the President, Vice President (optional), Secretary, and Treasurer. Officers and Directors shall be elected to 2-years terms by the members. The President and Treasurer shall be elected in even years and the Vice President (optional) and Secretary in odd years. There shall be a 2 year term limit for the board of directors before requiring a reelection. These elections will be done in the odd years.

Section 5: Duties and Powers of Officers

1) President

- a. Presides at all Board and Member Regular and Special Meetings and shall represent the Club at those occasions that require representation.
- b. May call regular and special meetings as needed.
- c. May preside as chair of any or all committees or may appoint the chair of such committees.
- d. Shall exercise supervision over both the Board and the general membership as a body, to ensure that both are functioning in accordance with these bylaws.

2) Vice President (optional position)

- a. In case of disability or absence of the President, the Vice-President shall perform the duties of the President.

3) Secretary

- a. The Secretary shall keep a copy of the Club's Certificate of Incorporation, a copy of these Bylaws and all minutes of meetings the Board, and any committee, thereof, and the Members; have charge of the correspondence, notify members of meetings, notify Officers and Directors of their election to office, keep roll of the members of the Club with their addresses, and carry out such other duties as are prescribed in these Bylaws.

4) Treasurer

- a. The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual business meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year.
- b. The Treasurer shall also file all tax returns and pay all tax liabilities and supervise fiscal budgeting, as needed.
- c. The Treasurer shall also remain available upon request to assist a succeeding Treasurer that has been elected or appointed to the position. They are to remain accountable and assist with taxes and finances applicable to their previous term.

Section 6: Date of Assuming Duties

The Officers and Directors shall assume office immediately at the Annual Business meeting when the elected Board Members and Officers are announced. Each Officer and Director shall hold office until the Annual Meeting of the Members, and until his successor has been duly elected and qualifies.

Section 7: Duties of Board Members

Board Members shall attend at least 75% of Board Meetings and actively participate in the business of the club. Board members will vote on dues, event fees, contract negotiations, club budget, and all other club business that is outlined in these bylaws. A 2/3 vote shall be needed to pass any motion.

Section 8: Meeting Schedule

The Board shall meet to conduct business at least six times during the calendar year.

Section 9: Board Action; Quorum

Except as otherwise stated by law, a majority of the Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business. Unless otherwise specifically provided by these Bylaws, the vote of a majority of the Officers and Directors present at the time of vote, if a quorum is present at such time shall be the act of the Board.

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if a written consent thereto is signed by all members of the Board or the committee. The resolution and the written consents thereto by the Board members shall be filed with the minutes of the proceedings of the Board or committee.

Section 10: Expansion, Downsizing

The Board may amend the Bylaws to add additional Board Members as deemed necessary to accommodate for club growth and expansion. Such amendment shall require a majority vote of the Board. New Board Members are to be added in groups of two (2) so that an odd number of total Board Members may be retained. By the same process, the Board may also "downsize" if deemed necessary by identifying positions that will not be renewed after the current term expires provided the reduction can retain the odd number of total Board members. Additional Board Members will be appointed with a majority vote of the current Board.

Section 11: Removal of Officers and Directors; Resignation

Any Officer or Director may be removed by a majority vote of the members and any Officer or Director may be removed for cause by the Board. If an Officer or Director fails to fulfill the duties of his or her office as set forth in these Bylaws, the other members of the Board may notify that Officer or Director in writing of such non-performance. If the Officer or Director continues to fail to fulfill the duties of the position, the other members of the Board, by majority vote, may remove that Officer or Director and appoint a replacement in accordance with these Bylaws.

An Officer or Director may resign from office at any time by delivering a written resignation to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect 30 days upon receipt thereof by the club. Acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make it effective.

Section 12: Vacancies

Newly-created directorships or vacancies in the Board of Directors may be filled by a majority vote of the remaining Board of Directors, though less than a quorum. Each Officer or Director so appointed to fill a vacancy shall hold office during the remainder of the term of office of the resigning Officer or Director.

Section 13: Compensation

All Directors, Officers and committee members shall serve without compensation.

Article V: The Club Year, Annual Meeting, Elections

Section 1: Club Year

The club's fiscal year shall begin on January 1, and end on the last day of December.

Section 2: Annual Meeting

The annual meeting shall be held in the month of November, at which the Board of Directors shall present a report in accordance with Section 519 of the Not-for-Profit Corporation Law of the State of New York and Officers and Directors for the ensuing terms shall be announced and take office immediately. Each retiring Officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

Section 3: Elections

The nominated candidates for Officer or Director receiving the greatest number of votes by Members, whose ballots have been submitted by the required date, shall be declared elected.

Section 4: Nominations

No person may be a candidate in a Club election who has not been nominated. Nominations will be taken from the floor at a general meeting scheduled prior to balloting, provided that the person so nominated does not decline when their name is proposed. Any nominee for the position of "Officer" or "Director" is required to have first been a club member for at least one year prior to elections and must be a member in good standing.

Article VI: Committees

Section 1: Standing Committees

The Board may each year appoint standing committees to advance the work of the Club in such matters as jumps, training / fun day events, annual awards, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board.

Special committees may also be appointed by the Board to aid it on particular projects.

Section 2: Committee Appointment Termination

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

Article VII: Expenses and Financial Responsibility

Section 1: Authorization and Limitation

Expenses from the Club's bank account may only be used for Club related purposes as deemed appropriate by the Club President. The President has the authority to utilize funds and approve expenses up to \$350, each calendar month, without requiring approval from the Board of Directors or general membership. Expenses above this set limit must be approved by 2/3 of the Board of Directors and a quorum of the active membership. A description of the expense beyond the limit being proposed will be provided at the meeting prior to vote being taken. The set limit may be revised to meet operational requirements and/or inflation. Adjusting the set limit requires a 2/3 vote of the Board of Directors and a quorum of the active membership.

The President and/or Treasurer shall submit a budget for the calendar year no later than May 1st. If no budget is submitted, then the previous budget will be instated until such time as a new budget is submitted and approved by the board. The Officers have the duty to act in according to the budget, and may spend monies as such without Board approval. If an individual item exceeds 15% of its original budgeted cost, Board approval is required. The budget shall include a line item for unknown expenses. This line item will be the maximum allowed to be spent on non-budgeted items. A revised budget can be submitted for approval anytime throughout the fiscal year.

Any non-budgeted items over \$350 must be approved by both the Board of Directors and a quorum of the active membership.

Section 2: Temporary Deposits and Withdrawals

It is permissible for the President and Treasurer to utilize the Club's bank account to transfer, retain, and distribute funds that are allocated for special purposes as required. Such items may include the holding of donations to charities in order to provide one lump sum, funds set aside for special projects, or to facilitate a loan for a Club related expense. Items of this nature will be accounted separately and not reported as available Club funds. Any monetary interest gained during the time held will become property of the Club.

Any members purchasing items for the Club will only be reimbursed if the purchase, and the act of purchasing, has been approved by the Board or Officers.

Section 3: Responsibility

It is the responsibility of all Club members as well as the Board of Directors to insure that the Club's money is being utilized appropriately. It is a primary responsibility of the Treasurer to know the available funds and their purpose, maintain budgets, and protect the account to the best of his or her ability. It is also the Treasurer's responsibility to report over expenditures and any other financial concerns to the Board of Directors as soon as they are detected.

Section 4: Reimbursements

Reimbursement of expenses incurred by Officers and Directors of the Club will be paid only upon submittal of an itemized expense report (receipt) to the Board of Directors which must be pre-approved by same Board before transmittal to the Treasurer for payment.

Article VIII: Conflict of Interest and Related Transaction Policy

Pursuant to the law of the State of New York, the Board shall adopt a Conflict of Interest and Related Transaction Policy to assist the Directors, Officers and others in the Club in identifying, evaluating and resolving conflicts of interest.

Article IX: Indemnification

The Club shall, to the fullest extent now or hereafter permitted by law, indemnify Officers, Directors, and agents of the Club to the fullest extent permitted by the law of the State of New York, and shall be entitled to purchase insurance or such indemnification to the fullest extent a determined from time to time by the Board.

Article X: Amendments

Section 1: Proposals

Amendments to Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

Amendments to the principal address, mailing address, and pool location address within these Bylaws may be made by 2/3 vote of the Board of Directors and does not need approval from the general membership.

Section 2: Membership Vote

Unless otherwise specifically provided by these Bylaws, the Bylaws may be amended by majority vote of the members present, and voting, plus proxy votes, at any regular or special meeting called for the purpose the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed or e-mailed to each member at least two weeks prior to the date of the meeting.

Article XI: Restrictions on Actions

All the assets and earnings of the Club shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings or net assets of the Club shall inure to the benefit of, or be distributable to, its Directors, Officers, members or any private person. However, the Club is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

Article XII: Dissolution

Upon the dissolution of the Club, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Club, shall distribute all the remaining assets of the Club upon approval of a Justice of the Supreme Court of the State of New York to a nonprofit fund, association, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Club and which has established its tax exempt status under section 501 (c)(3) or 501 (c)(7) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine.

Article XII: Parliamentary Authority

Anything not covered by the Bylaws shall be governed by Roberts Rules of Order, Revised.

APPENDIX I: CONFLICT OF INTEREST POLICY

Section 1: Conflict of Interest and Related Party Transactions

At any time the board considers, discusses votes upon a contract or other transaction between the Club and a firm or association in which one or more of its officers or directors are (1) on the board of directors or (2) financially interested, the fact of the common directorship or financial interests shall be disclosed or made known to the Board and noted in the minutes.

Section 2: Board Consideration

The Board will review all conflicts of interest and determine whether to approve or ratify any such matters. The Board may only approve the underlying matter if it determines that such matter, under the terms and within the circumstances and conditions presented, is fair, reasonable, and in the best interests of the Club. In making its determination, the Board will consider, without limitation:

- a. alternative transactions to the extent possible;
- b. the Club's purpose and resources;
- c. the possibility of creating an appearance of impropriety that might impair the confidence in, or the reputation of, the Club (even if there is no actual conflict or wrongdoing); and
- d. whether the conflict may result in any private inurement, excess benefit transaction or impermissible private benefit under laws applicable to tax exempt organizations.

The approval of any matter that is the subject of this Article shall require the approval of at least a majority of the Board members present and voting at the meeting. Persons with an interest in any matter under review by the Board are not permitted to be present at or participate in any deliberations or voting by the Board with respect to the matter giving rise to the potential conflict, and must not attempt to influence improperly the deliberation or voting on such matter. In appropriate circumstances, any such person may be called upon to provide information relevant to the determination prior to the commencement of deliberations or voting related thereto.

Section 3. Records

The Board minutes during which a potential or actual conflict of interest is disclosed or discussed shall be documented contemporaneously with the meeting and reflect the name of the interested person, the nature of the conflict, details of the disinterested Directors and Officers, and the resolution of the conflict including any ongoing procedures to manage any conflict that was approved. The interested person shall only be informed of the final decision and not of particular Directors' and Officers' positions or how they voted.

Section 4. Officer and Director Questionnaires

Each Officer and Director must complete (prior to the Officer or Director's initial election and annually thereafter) and submit to the Secretary of the Club a written statement identifying, to the best of the Officer or Director's knowledge, any entity of which such Officer or Director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the corporation has a relationship, and any transaction in which the corporation is a participant and in which the Officer or Director might have a conflicting interest. The Secretary of the Club must provide a copy of all completed statements to the chair of the Board.

APPENDIX II: CODE OF ETHICS

OBJECTIVES: Training and competing with any dog shall be done discriminately with emphasis placed on developing good health, sound temperament, willingness to work and other outstanding characteristics of dogs.

SPORTSMANSHIP: All Club members shall at all times display good sportsmanship and conduct themselves in a manner which will reflect well upon our dogs and our sport. Whether at home, traveling, at competitions or motels/hotels, Club members will treat all (including competitors, judges, officials, and spectators) with respect and courtesy.

HEALTH: All Club members agree to maintain good standards of health and care of their dog(s), including proper veterinary care, adequate quality food and water, and proper socialization.

Members shall not use any means to derive better results during training or competition from their dog that are illegal, not prescribed by a licensed veterinarian for a medical condition, artificial and / or harmful to their dog(s). Under no circumstances will abuse of animal(s) or human(s) be tolerated.

ENFORCEMENT: All members shall agree that receipt by the Board of Directors of written allegations of violations of this Code of Ethics shall be investigated and acted upon according to the Constitution and By-Laws of the Club.