

# **BEAR VALLEY SPRINGS TAILWAGGERS DOG CLUB BY-LAWS**

## **ARTICLE I – NAME AND FORMATION**

### **Section 100**

The name of this organization is the BVS Tailwaggers Dog Club, hereafter referred to as the Club.

### **Section 101**

The Club was formed in December 2018 in Bear Valley Springs as a tax exempt, non-profit, 501(c)(7) association that provides canine-focused social, educational, and recreational activities for its members.

## **ARTICLE II - OBJECTIVES**

### **Section 200**

- (a) To promote responsible dog ownership, good fellowship among the people of Bear Valley Springs, and to promote a natural blend of dog owners and all residents of the community;
- (b) To promote fun dog-related activities; and
- (c) To support local (Kern County) canine rescues and charities.

## **ARTICLE 111 – OFFICERS, EXECUTIVE BOARD**

### **Section 300**

- (a) The officers of the Club are:
  - (1) A President;
  - (2) A First Vice-President;
  - (3) A Second Vice-President;
  - (4) A Secretary;
  - (5) A Treasurer; and
  - (6) A Member at Large.

These officers constitute the Executive Board (hereafter called the Board).

- (b) The term of office for each officer will be (1) year.
- (c) No officer may hold more than one office at a time. However, there shall be no limit on the number of terms an officer may serve provided the majority of the Board, as well as a majority of the general members who vote, approve to continue their term and the officer is in good standing (as determined by the Board).
- (d) A majority of the Board (4) constitutes a quorum at Board meetings.
- (e) Meetings of the Board (including Executive Session meetings) may be called by the President or by request of any two officers of the Board. At the Board's discretion, meetings may be open to the general membership. However, Executive Session meetings are not open to the general membership.
- (f) Vacancies on the Board shall be filled within 30 days by majority vote of the remaining officers, until the next regularly scheduled election extends or replaces the incumbent's term. A quorum is not necessary in this circumstance. If the presidency is vacant, one of the Vice-Presidents shall assume the duties of the President until the position is filled.
- (g) All officers shall be required to attend at least 5 Board meetings per year. No officer will miss more than 2 consecutive Board meetings without due cause to be determined by the Board. If an officer cannot show due cause, they will not be in good standing and will be disqualified from office.

## **ARTICLE IV – DUTIES OF OFFICERS**

### **Section 400**

The President shall preside, or appoint another Board member to preside, at all Board and membership meetings, supervise the appointment of chairs of committees not otherwise specified by these By-Laws, and shall be an ex-officio member of all standing committees except the nominating committee (if such is established). The President may also appoint someone to be responsible for producing the Club's monthly newsletter and/or coordinating other membership communications.

### **Section 401**

Both Vice-Presidents shall assist the President in administering Club activities as assigned. In the absence of the President, the First Vice-President shall perform the duties of the President. In the absence of the President and First Vice-President, the duties of the President may be performed by one of the other officers in the following order: Second Vice-President, Secretary, Treasurer, Member-At-Large.

#### **Section 402**

The Secretary shall record the minutes of each general membership meeting, which are then published in the next monthly newsletter. The Secretary shall also: maintain custody of the By-Laws, Standing Rules, and other official Club documents; conduct correspondence on behalf of the Club; and keep copies of such correspondence on file. In the absence of the Secretary, the President shall appoint another officer to perform the duties of the Secretary.

#### **Section 403**

- (a) The Treasurer shall have charge of all funds of the Club; shall pay all bills authorized by the Board or by the membership; shall keep a record of all funds received and all expenditures; shall report on the Club's financial condition at each regular membership meeting; shall maintain current membership lists and related information; and shall prepare an annual financial report. The Treasurer may maintain a petty cash fund in an amount approved by the Board and set out in the Standing Rules.
- (b) The Club's financial records shall be audited annually by an auditor or audit committee appointed by the Board.
- (c) All Club checks require two signatures, with any combination of the President, Treasurer or Secretary as signatories.

#### **Section 404**

The Member-At-Large serves as a liaison between the membership and the Board by assisting with member communications and special projects while also supporting other Club activities as needed. The role of the Member-At-Large is flexible and can be adapted to the skills of the incumbent. However, the position is also an opportunity for the incumbent to learn about Board operations and develop the knowledge and experience needed to potentially serve in other positions over time.

### **ARTICLE V– MEMBERSHIP**

#### **Section 500**

Regular membership in the Club is limited to property owners and resident tenants of Bear Valley Springs (BVS) who are in good standing and have been assigned the right to enjoy BVS amenities, including Common Areas and Community Facilities, as provided by the governing documents of the Bear Valley Springs Association (BVSA).

To be considered for Club membership, prospective members must agree to be governed by the Club's By-Laws and Standing Rules as well as any decisions made by the Board regarding Club activities. The prospective member must complete, sign, and submit an official membership application as required by the Board. The Board reviews and accepts membership applications but retains the right to reject any applicant at its discretion. Rejected applicants will receive notification of such rejection by the Club Secretary within seven (7) days of having submitted their completed application along with their membership fee.

#### **Section 501**

There shall be two (2) levels of membership: a) individual, and b) household. Individual memberships are entitled to one (1) vote and household memberships are entitled to two (2) votes. The Board shall decide whether to charge different membership fees for these membership levels.

#### **Section 502**

Any member charged with conduct unbecoming a Club member, cruelty to animals, failure to follow Club rules and requirements, or conduct detrimental to the Club, may be suspended from the Club or have their membership terminated by a majority vote of the Board in Executive Session. Such disciplinary action shall be private and discussed and voted on only in Executive Session.

#### **Section 503**

Any person whose membership in the Club has been terminated shall forfeit all interest in any funds or other property belonging to the Club. Any member under suspension from the Club will not be permitted to exercise any privileges of membership until all matters causing such suspension have been satisfactorily settled.

### **ARTICLE VI – MEMBERSHIP MEETINGS**

#### **Section 600**

Regular membership meetings will be held a minimum of six (6) times per year at a time and place determined by the Board and set out in the Standing Rules. However, the Board reserves the right to change the dates, times and locations of meetings as needed due to unforeseen circumstances. If such changes are made, the Secretary (or other designee as determined by the President) is responsible for ensuring that the membership is notified, preferably not less than seven (7) days prior to the originally scheduled meeting.

### **Section 601**

Special meetings of the membership may be called by the Board, the President or by ten percent (10%) or more of the members.

### **Section 602**

In the absence of an officer, the members present at a membership meeting may, by majority vote, elect a Chairman, pro tem, to conduct the meeting.

### **Section 603**

A quorum for a membership vote shall be not less than ten percent (10%) of the members.

## **ARTICLE VII – DUES**

### **Section 700**

Annual membership dues are payable on January 1 of each year for the following fiscal year ending December 31, in an amount set out in the Standing Rules.

### **Section 701**

The dues of new members who apply for membership on or after September 1 will cover the subsequent fiscal year beginning January 1.

### **Section 702**

The Board may terminate the membership of members whose renewal dues have not been paid by March 1.

## **ARTICLE VIII – NOMINATIONS AND ELECTIONS**

### **Section 800**

Subject to the provisions outlined in Article XIV of these By-Laws, election of officers will typically be held during the second-to-last regular membership meeting of the calendar year.

### **Section 801**

A nominating committee of three members may be appointed by the President three months prior to scheduled elections. The purpose of the committee shall be to present a slate of nominees at the general membership meeting that is held the month before elections. However, nominations may also be made from the floor at that same meeting provided consent of the nominee has been obtained prior to the meeting.

### **Section 802**

If there is more than one nominee for an office, the election to that office shall be by written ballot. If there is only one nominee for an office, the election for that office may be by voice vote or raise of hands, at the discretion of the presiding officer.

### **Section 803**

Subject to the provisions outlined in Article XIV of these By-Laws, officers will typically be installed at the last regular membership meeting of the calendar year and shall assume their duties at that time for a term of one year (or until their successors are elected).

### **Section 804**

Only members in good standing may vote at any membership meeting. Members are not in good standing if their dues are delinquent by more than sixty (60) days.

## **ARTICLE IX – STANDING COMMITTEES**

### **Section 900**

To accomplish tasks deemed important, the Board can establish standing committees for as long as it takes to accomplish the task, after which time the committee will dissolve. The President shall be an ex-officio member of all such committees except the nominating committee (if such is established).

### **Section 901**

The Board will appoint the chairs of any standing committees not named by these By-Laws.

## **ARTICLE X – PARLIAMENTARY AUTHORITY**

### **Section 1000**

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 By-Laws or the Standing Rules.

## **ARTICLE XI - INDEMNIFICATION**

### **Section 1100**

The Club shall have the power, in its discretion, to the extent and in the manner permitted by applicable law, to indemnify each of its officers, Board members, and other agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an officer, Board member or other agent of the Club. An "officer", "Board member" or "other agent" of the Club includes any person who is or was an officer, Board member or other agent of the Club or who is or was serving at the request of the Club as an officer, Board member, or other agent.

### **Section 1101**

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of Board members or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office. The rights to indemnity hereunder shall continue as to a person who has ceased to be an officer, Board member or other agent and shall inure to the benefit of the heirs, executors and administrators of the person.

### **Section 1102**

No indemnification shall be made under this Article except where such indemnification is mandated by law or the order, judgment or decree of any court of competent jurisdiction in any circumstance where it appears: (1) That it would be inconsistent with a provision of the By-Laws, a resolution of the Club, or an agreement in effect at the time of the accrual of the alleged cause of the action asserted in the proceeding in which the expenses were incurred or other amounts were paid which prohibits or otherwise limits indemnification or (2) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

### **Section 1103**

Any amendment, repeal or modification of this Article shall not adversely affect any right or protection of an officer, Board member or other agent of the Club existing at the time of such amendment, repeal or modification.

## **ARTICLE XII – STANDING RULES**

### **Section 1200**

Standing Rules, which supplement but are not in conflict with these By-Laws, shall be established and maintained by the Board and may be adopted, amended, or repealed by the Board without prior notice to, or approval by, the membership.

## **ARTICLE XIII – AMENDMENTS TO BY-LAWS**

### **Section 1300**

These By-Laws will be posted on the Club Website. Amendments and or changes to these By-Laws may be proposed by a majority vote of the Board. Such proposed changes will then be posted on the Club's website for a minimum of seven (7) days during which time Club members may submit comments. At the end of the seven (7) days, the Board will make a final determination whether to adopt the changes. The members will be notified of the Board's final determination in the next published Club newsletter.

## **ARTICLE XIV – CLUB DISSOLUTION AND DISTRIBUTION OF FUNDS**

### **Section 1400**

The Club shall be dissolved under the following circumstances:

- (a) There are insufficient members elected to serve on an incoming Board to have a quorum (4);

-AND-

- (b) The outgoing Board, by majority vote, recommends that the Club be dissolved;

-AND-

- (c) A special all-Club meeting is called and a vote is conducted whether or not to dissolve the Club, resulting in two-thirds of the members present choosing dissolution.

- (1) Members will be given a minimum of fourteen (14) days' advance notice of the special meeting.

- (2) Notice of the meeting/vote will be sent to all members via email (if available) or regular mail and will be posted on all official Club electronic sites (e.g., the web page and social media sites)

**Section 1401**

Upon dissolution of the Club, all funds remaining in the Club treasury shall be distributed to one or more of the following:

- (a) The Bear Valley Springs Community Recreation Facilities Foundation (the Foundation) and earmarked specifically for use in improving the BVS dog park;
- (b) A local (Kern County) charitable animal rescue group.

**Section 1402**

Fund recipient(s) shall be determined by a majority vote of the outgoing Board.

**Section 1403**

The outgoing Board shall ensure that all official Club bank accounts, websites and social media sites are closed down, and that financial and/or other legally required Club records are maintained for the necessary time period after dissolution.

*Amended 7/10/2021*

*Amended 9/10/2020*

*Amended 10/14/2019*

*Amended 4/8/2019*

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