**UMPQUA VALLEY TEAM PENNING CLUB**

**CLUB BYLAWS**

**AMENDED APRIL 2, 2022**

**ARTICLE I – NAME**

**SECTION 1:** The name of this organization shall be Umpqua Valley Team Penning Club (hereinafter UVTPC).

**ARTICLE II – MISSION STATEMENT**

**SECTION 1:** The purpose of UVTPC is to encourage and promote the sport of team penning and sorting; to establish and maintain a regional club engaged in team penning and sorting; to educate members and provide a forum for improving team penning and sorting skills for members to compete both at a club level and beyond the club level; to gather, prepare, and disseminate information about team penning and sorting to members and prospective members of the club, prospective sponsors of events, to the media and to the general public.

**ARTICLE III –** **RULES OF OPERATION**

**SECTION 1:** Anyone shall be eligible for membership in UVTPC. A person must be at least 16 years old in order to vote.

**SECTION 2:** No person shall be entitled to vote on matters pertaining to the election of officers and board members or the changing of Club Bylaws unless they are a member in good standing. Good standing means that the member has attended at least half the events for the previous year from that date, is current on all dues and payments and not having their membership terminated by the Board of Directors.

**SECTION 3:** The election of officers of UVTPC shall be held on the last scheduled General Membership Meeting of each event year and the officers will begin their new term June 1. General Membership Meetings will be held at such times and places as the Board of Directors, with the input of the General Membership, shall determine. Special meetings of the General Membership of UVTPC may be called from time to time at the discretion of the Board of Directors.

**SECTION 4:** The annual Membership Dues and other Fees shall be determined before the first event of each season by a vote of the Board of Directors. Members must be in good standing, as deemed by the Board of Directors, to participate in club functions. Unpaid members shall have no vote. Also, the money or points earned prior to dues payment will not count toward year-end totals. In order to be eligible for club year end awards, riders must have paid their dues and participated in a number of UVTPC qualifying events as a paid member in the current year. Number of events riders need to attend to qualify for club year end awards will be determined by the Board of Directors each year.

**SECTION 5:** At any meeting of UVTPC, 20 (twenty) general members in good standing must be present to constitute a quorum. Each voting member so present shall be entitled to one vote.

**SECTION 6:** Any member of UVTPC may be removed by a majority vote of the Board of Directors upon notification because of bad checks. Any member who shall make themselves a nuisance by constant complaint or fault-finding, or by harassing any officers or Board Members, because of real or perceived grievances, may, by a 2/3 (two-thirds) majority vote of the Board of Directors be dismissed as a member of UVTPC, and all privileges of said member(s) shall thereafter be denied. An appeal of the dismissal may be submitted to the Board of Directors. A member that is removed by the Board of Directors is not eligible to be reimbursed for any monies already paid.

**ARTICLE IV – MANAGEMENT**

**SECTION 1:** The Board of Directors shall manage the business of UVTPC.

**SECTION 2:** The Board of Directors shall consist of 4 (four) elected officers: President, Vice-President, Treasurer, Secretary, and at least 2 (two) and up to 4 (four) elected directors, including the past UVTPC President, for a total of a minimum of 5 (five) and a maximum of 7 (seven) votes, not including the vote of the current club President. Number of directors required will be determined by the number of members in the club. Said Board of Directors shall be elected by a majority vote of the voting membership according to Article III, Section 3. No member shall hold more than one office simultaneously.

**SECTION 3:** An individual running for any elected position must be a member in good standing as outlined in Article III, Section 2.

**SECTION 4:** The term of the board officers of UVTPC shall be 2 (two) years. The President and Treasurer shall be elected in even-numbered years. The Vice-President and Secretary shall be elected in odd-numbered years. The elected directors shall be elected year to year.

**SECTION 5:** The Board of Directors of UVTPC shall hold meetings and special meetings at times and places as the Board of Directors shall determine. (Article III, Section 3).

**SECTION 6:** Each member of the Board of Directors, except the President, shall possess one vote in matters coming before the Board of Directors. The President shall vote only in the case of tie votes. All voting at meetings of the Board of Directors shall be by each Board of Directors member unless the voting member of the Board of Directors is subject of the vote. Voting by proxy shall be allowed. 2 (two) members less than the total current number of Board of Directors members shall constitute a quorum. The Secretary may take telephone, including text messaging, poll votes or email poll votes. All records of all votes shall be incorporated into the minutes of the next Board of Directors meeting minutes.

**SECTION 7:** Any Director may be removed from office by a majority vote of the General Membership at any scheduled meeting as scheduled by the Board of Directors of UVTPC. At least 20 (twenty) general members must be present for the vote. Notice of the proposed removal of a Director must be given to said Director to be removed prior to the date of the meeting in writing. Such notice to the Director to be removed must state the cause of the proposed removal and state the date and time when the General Membership vote will occur. Any Director who is absent for 3 (three) consecutive Board of Directors meetings, without reasonable excuse, will be automatically removed as a Director, without further action. Absences shall be evidenced by roll call at the Board of Directors meetings as recorded by the Secretary.

**SECTION 8:** Any vacancy occurring on the Board of Directors by reason of death, resignation, or removal may be temporarily filled by appointment by the Board of Directors, and shall be ratified by a majority vote of the General Membership at the next scheduled General Membership meeting in accordance with Article III, Section 5. Such appointee shall serve for the remainder of the unexpired term of the vacant Director position.

**ARTICLE V – DUTIES OF OFFICERS**

**SECTION 1: PRESIDENT:** The President shall supervise all activities of UVTPC; execute all instruments in its behalf; preside at all meetings of the Board of Directors and of the General Membership of UVTPC.

**SECTION 2:** **VICE-PRESIDENT:** The Vice-President of UVTPC shall act for the President in the President’s absence and perform such acts as the President may direct.

**SECTION 3:** **SECRETARY:** The Secretary of UVTPC shall have the duty of keeping all records and minutes of the Board of Directors and of the General Membership Meetings, and to perform other such acts as the President may direct.

**SECTION 4:** **TREASURER:** The Treasurer of UVTPC shall receive and be accountable for all funds belonging to UVTPC; pay all obligations incurred by the UVTPC when payment is authorized by a majority vote of the Board of Directors; maintain bank accounts in depositories designated by the UVTPC; and render periodic financial reports to the Board of Directors and the membership. The Treasurer will also have the responsibility of supplying all documents required by the UVTPC accountant as needed.

**ARTICLE VI – MISCELLANEOUS**

**SECTION 1:** Except to the extent specified in these Club Rules, no officer or board member of UVTPC shall have the power to act as agent for or otherwise bind the UVTPC in anyway whatsoever

**SECTION 2:** Robert’s Rules of Order, revised, shall govern the proceedings of all meetings of UVTPC.

**SECTION 3:** UVTPC shall not, at either the membership meetings or the Board of Directors meetings, engage in any proceedings that would be detrimental to the organization.

**ARTICLE VII – AMENDMENT PROCESS**

**SECTION 1:** These UVTPC by-laws may be amended, revised, or otherwise changed by a two-thirds vote of the general membership. Proposed amendments to these by-laws be read at a regular or special meeting of the membership, adequate or proper notice having been given to the membership prior to the date on which the vote is taken. A written copy of the proposed amendment(s) shall be furnished to every eligible voter at the meeting at which the changes are introduced.

**ARTICLE VIII – FEDERAL REQUIREMENTS FOR 501(c)(3) TAX EXEMPT STATUS**

**SECTION 1:** Upon the dissolution of this organization, assets shall be distributed to the Douglas County Fairgrounds 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 for a public purpose. In the event the Douglas County Fairgrounds does not meet the meaning of Section 501 (c)(3) or corresponding section of any future federal tax code, then the assets shall be distributed to the government of Douglas County for the same purposes.

**SECTION 2:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in Section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

UVTPC by-laws Established May 2004; Amended October 2006; Amended October 2014; Amended January 2015; Amended April 2022