

# Constitution and Bylaws of the Canadian Association of Rally Obedience

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## CONSTITUTION

### Section 1: The Name

This organization shall be named the Canadian Association of Rally Obedience. The official abbreviation shall be CARO.

### Section 2: Purpose

The Canadian Association of Rally Obedience shall at all times be operated and conducted as a nonprofit association in accordance with the laws of the Province of Ontario. The purpose of the Canadian Association of Rally Obedience shall be as follows:

1. To promote and stimulate interest in the sport of Rally Obedience.
2. To promote good sportsmanship through Rally Obedience.
3. To promote humane positive motivational training methods through the sport of Rally Obedience.
4. To educate the public on the sport of Rally Obedience through Clinics and Demonstrations.
5. To maintain a record of CARO trials, owners and their dogs and awards won.

### Section 3: Area of Operation

The Canadian Association of Rally Obedience shall operate in all of Canada and the members may be residents of any Country. The principal office of CARO shall be the address of the duly elected secretary, but the business of CARO may be conducted at any location established by the Board of Directors.

### Section 4: Changes to Constitution

Proposed changes to the Constitution shall be presented to the voting members 2 months prior to the proposed implementation date.

Voting Members will be sent either:

- by mail or email, a ballot that they shall return in an unmarked envelope to arrive no later than 15 days prior to the scheduled implementation date.

OR

- a commercial survey tool that allows for anonymous, single entry voting..

The Ballot process containing the proposed changes shall be sent to all voting members 2 months prior to the proposed implementation date by the outside survey company. After voting in the prescribed manner, the results shall be kept secret until the end of the balloting process.

Ballots shall be counted and the results announced at the end of the ballot process. A simple majority is all that is required.

Approved changes shall become effective immediately.

# BY-LAWS

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## General

### Section 1: Membership

Membership shall be open to all persons who subscribe to the aims of the Canadian Association of Rally Obedience and who abide by the Constitution, By-laws, Code of Ethics, rules and regulations of CARO and who assist in furthering the aims and objectives of the Association. Membership shall be in accordance with the rules and regulations as adopted by the Board of Directors. Membership categories are: Associate (includes immediate family members), Regular (includes immediate family members), Professional (includes Judges, trainers, training establishments, kennels, businesses and immediate family members) and Clubs.

**Membership Year:** The membership year shall be from January 1st to December 31st of the current year. Membership renewal notices shall either be mailed, or emailed in January of the New Year. Memberships not renewed before March 1st, shall be considered lapsed and the names of those persons shall be removed from the active membership list. Memberships received after September 30<sup>th</sup> shall be valid to December of the year following.

**Voting:** To be eligible to vote on matters concerning the operation for the Association, eligible members must be in good standing for a period of not less than 12 months. Lapsed members who renew after September 1<sup>st</sup> shall be required to fulfill the 12 month waiting period prior to be allowed to vote. Family and all business memberships (except Clubs) will be entitled to one vote per membership, not one vote per person included in the membership.

### Section 2: Discipline

Any person who has been found to be practicing inhumane treatment of animals, or any member who has been excused from the ring or trial premises by the Judge for Harsh Verbal or Physical Corrections of their dog(s) at a Canadian Association of Rally Obedience rally trial 3 times shall have their membership revoked, and they will not be eligible to compete at any trials for a period of 2 years.

### Section 3: Rights

**Professional Membership** Professional members will be entitled to one vote per Professional member. (SEE Voting in Section 1) Associate and Regular members who upgrade their membership to Professional membership will have their continuous Associate or Regular membership status transferred to their Professional status.

**Professional Members are also entitled to:**

Discounts on Seminars and Clinics offered by CARO

Discounts when registering dogs

Full voting rights at all General and Annual Meetings (After 12 months of uninterrupted membership)

A listing in the published membership database (optional)

A 15-word promo on the membership database

A link to the member's personal or business web site from the membership database

Eligibility to become a Judge

Eligibility to hold CARO trials

Eligibility to hold Office (subject to age restriction)

**Regular Membership:** Regular members will be entitled to one vote per Regular member. To be eligible to vote on CARO issues, the Regular member will be required to complete twelve (12) months of uninterrupted membership. Associate members who upgrade their membership to Regular membership will have their continuous Associate membership status transferred to their Regular status.

**Regular Members are entitled to:**

Discounts on Seminars and Clinics offered by CARO

Discounts when registering dogs

Full voting rights at all General and Annual Meetings (After 12 months of uninterrupted membership)

A listing in the published membership database (optional)

A 15 word promo on the membership database

A link to the member's personal or business web site from the membership database

**Associate Membership** - Associate members shall have no voting rights nor may they hold executive office.

**Associate Members are entitled to:**

Discounts on Seminars and Clinics offered by CARO

Discounts when registering dogs

**Club Membership** Club members shall have no voting rights nor may they hold executive office.

**Club Members are entitled to:**

Discounts on Seminars and Clinics offered by CARO (for one member of the Club)

A listing in the published membership database (optional)

A 15 word promo on the membership database

A link to the web site of the Club from the membership database

Eligibility to hold CARO trials

## **Section 4: Quorum**

A quorum for the purpose of business at a membership meeting shall consist of 1/2 (one-half) of the executive members plus at least six voting members who attend the scheduled meeting. Except as provided elsewhere in the by-laws, a simple majority vote of the members present at any meeting of the membership shall be sufficient to approve any matter brought before the membership for action. No business shall be conducted without a quorum being present with the exception of the adjourning of the meeting until a quorum shall be present. Voting by Proxy will be allowed at any meeting except where specifically forbidden. (See Proxy Voting Below).

## **Section 5: Meetings**

Robert's Rules of Order, under the latest revision, will govern all meetings. Where notice of a meeting is required it may be given by mail, email or any other electronic means.

**Annual Meeting:** An annual meeting shall be held between April 15th and May 30th of each year. All members in good standing shall receive notice of the meeting a minimum of 2 (two) months in advance of the meeting. The notice shall include the date, time and place of the meeting.

**Special meetings** may be called by the Chairperson or by a majority of the Board of Directors if deemed necessary and provided all members have been notified as stated above. In addition an Extra Special meeting may be called at a General or Annual meeting, without notice, providing that there is a quorum at the General or Annual meeting and a motion, duly moved and seconded, is passed with a two-thirds majority vote of the voting members present.

## Section 6: Proxy Voting

Proxy voting will be allowed (except if and where specifically forbidden) in the following circumstances.

1. The proxy vote is in writing.
2. The motion on which the proxy vote is given is not changed or amended in any way.
3. A member who has voting privileges gives the proxy vote.

## Executive

### Section 1: Executive

The Executive of the Canadian Association of Rally Obedience shall be the Chairperson, Vice Chairperson, Secretary, Treasurer and one Executive member at large. In addition the immediate Past Chairperson shall, for a period of two years, maintain a position as a member of the Executive in an advisory capacity only and without any voting privileges on the Executive. There shall be five (5) voting Executive members.

### Section 2: Duties

- A. The Chairperson shall be the chief executive officer and shall preside at all meetings of the Executive, the Board of Directors and the general membership. The Chairperson shall perform all such other duties and responsibilities as assigned by the Executive. The Chairperson will be a signing officer.
- B. The Vice Chairperson shall preside at meetings of the Executive, the Board of Directors and general membership in the absence of the Chairperson. The Vice Chairperson shall perform all such other duties and responsibilities as assigned by the Chairperson or the Executive. The Vice Chairperson shall be a signing officer.
- C. The Secretary shall record minutes of all Executive, Board of Director and general membership meetings of the Canadian Association of Rally Obedience and member attendance at such meetings. The Secretary shall perform all such other duties and responsibilities as assigned by the Chairperson or Executive. Be responsible for correspondence concerning the Association. Submit all official reports as required.
- D. The Treasurer shall collect, deposit and disperse monies of the Canadian Association of Rally Obedience as prescribed by the Board of Directors. Shall prepare and present a financial report at each Board of Directors meeting. Shall prepare and review the annual financial report and, once approved by the membership at the Annual General Meeting shall arrange for the publication of the report on the 'Members Only' page on the CARO website. The Treasurer shall perform all such other duties and responsibilities as assigned by the Chairperson or Executive. The Treasurer shall be a signing officer.
- E. The Executive member at large shall perform those duties as directed by the Chairperson or Executive.
- F. Signing Officers – All cheques and financial instruments shall be signed by the Treasurer and one other signing officer.

### Section 3: Power and Authority of the Executive

- A. The Executive as a whole will be responsible for the day to day running of the Association which shall include but not be limited to accepting memberships, dog registrations, trial applications, trial results, awarding of titles and the issue of certificates.
- B. May appoint personnel to a non-voting position to assist in the day-to-day running of the Association.
- C. May approve new levels of competition

- D. May take disciplinary action against members and owners found to be in contravention of the rules and ethics of the Association.

## Election of Executive

### Section 1: Nomination

The Executive shall appoint a Chairperson of a nominating committee by January 15<sup>th</sup> of each year. The Nominating Committee Chairperson shall prepare and present a slate of nominees for each office to be elected to the Executive for approval by February 28<sup>th</sup>. Nominees must be adult which shall be 18 years of age or older. If there is only one nominee, that person shall be declared elected.

### Section 2: Election

Only adult regular and professional members in good standing and with voting privileges will be permitted to vote. Adult shall be 18 years of age or older.

1. An outside survey company shall organize the email voting process. The Ballot process containing the slate of nominees for executive officers shall be emailed by March 15<sup>th</sup> of each year to all members in good standing eligible to vote by the outside survey company. After voting in the prescribed manner, the results shall be kept secret until the Annual General Meeting.
2. The nominee receiving a simple majority of votes shall be elected.

### Section 3: Term of Office

All positions shall be for a period of four years with the Chairperson and Treasurer being elected in alternate odd years and the Vice Chairperson and Secretary being elected in the alternate even years.

Official Duties shall be assumed June 1<sup>st</sup> of the Current Year  
For ease of Calculation the following is a list of voting years:-

Chairperson (2015, 2019, 2023, 2027)

Vice Chairperson (2018, 2022, 2026, 2028)

Secretary (2016, 2020, 2024, 2028)

Treasurer (2017, 2021, 2025, 2029)

Executive Member at large (2015, 2019, 2023, 2027)

## Vacancies

### Section 1

**The Board of Directors** may, at their option, decide to either hold an election or make an appointment to fill any vacancies. Except that, if the office involved is the Chairperson, the Vice Chairperson shall automatically succeed to the Chairperson and the vacancy to be filled shall be that of the Vice Chairperson. If an election is held the process shall be similar to the process described in Election of Executive, Section 2 except that the required notice shall be determined by the circumstances and not revolve around the Annual General Meeting.

## **Board of Directors**

### **Section 1: Members**

The Board of Directors shall be consisted of the Executive of the Association and up to four (4) directors.

### **Section 2: Appointment**

Directors will be elected by the members living in the same region. There are four regions. They are:-

- The West (British Columbia and Alberta)
- The Prairies (Saskatchewan and Manitoba)
- Ontario
- The Rest of the Country

As membership changes, the regions may be adjusted.

### **Section 3: Election of Directors.**

The Board of Directors shall appoint a nominating committee by June 15<sup>th</sup> of each year that an election is to be held. The Nominating Committee Chairperson shall prepare and present a slate of nominees for each office to be elected to the Board of Directors by July 15<sup>th</sup>. Nominees must be adult which shall be 18 years of age or older. If there is only one nominee, that person shall be declared elected.

Only adult regular and professional members, living in the same region as the nominee, in good standing and with voting privileges will be permitted to vote. Adult shall be 18 years of age or older.

1. An outside survey company shall organize the email process. The Ballot process containing the slate of nominees for directors shall be emailed to all members in good standing eligible to vote by August 15<sup>th</sup> of each year by the outside survey company. After voting in the prescribed manner, the results shall be kept secret until the end of the balloting process.
2. The nominee receiving a simple majority of votes shall be elected.
3. For the first year of elected directors, the process may take place immediately after the acceptance of the bylaw changes incorporating this election process.

### **Section 4: Term of Office**

The positions of Directors shall be for a term of 3 (three) years or until their successor is duly elected. Their duties shall be assumed October 1<sup>st</sup> of the Current Year.

### **Section 5: Power and Authority of the Board**

The business and property of the Canadian Association of Rally Obedience shall be controlled and managed by the Board. The Board shall have the power and authority to adopt, amend, repeal and enforce such rules and regulations as they may deem expedient concerning the:

- A. Conduct, management and activities of the Canadian Association of Rally Obedience.
- B. Removal or suspension of Officers and Directors.
- C. Admission, classification, qualifications, suspension and expulsion of members.
- D. Fixing and collection of dues and fees.
- E. Expenditure of monies.
- F. Awarding of titles.
- G. Governing of trials, clinics, social functions and other details relating to the general purpose of the Canadian Association of Rally Obedience.
- H. Establishing and Maintaining Standing and/or Special Committees.

## Section 6: Board Meetings

The Board shall meet regularly and at the call of the Chairperson. Absentee or vote by proxy shall NOT be allowed at any regular or special meeting. Three quarters (3/4) of the Board shall constitute a quorum for the purpose of conducting business. No business shall be conducted without a quorum present with exception of adjourning until a quorum is present. A simple majority vote of the Directors shall be sufficient to approve any matter. Such meetings may be conducted via email correspondence and/or conference calls or other electronic means.

## Section 7: Vacancies

The Board of Directors shall fill all vacancies in the Directors of the Canadian Association of Rally Obedience for the un-expired term and those appointed shall serve until the election and acceptance of their duly qualified successors.

## Agenda

The following agenda shall be the basis for all Annual, General and Special membership meetings.

1. Roll Call. (and identification of voting members)
2. Chairperson's Opening Statement.
3. Reading of minutes of previous meeting. (this may be waived if the minutes have already been published.)
4. Acceptance of minutes of previous meeting.
5. Matters Arising
6. Secretary's Report
7. Treasurers Report
8. Directors Reports
9. Committee Reports including but not limited to
  - Data entry
  - Trials
  - Web Site
  - Memberships
10. Old Business
11. New Business. (New business brought before a membership meeting may make recommendations only, or change policy. Any recommendations approved at a meeting will be present to the Board of Directors or the Executive for further consideration)

## Amendments

### Section 1: Amendments

These by-laws of the Canadian Association of Rally Obedience may be amended or revised by a vote of the Executive subject to ratifications by the membership at the Annual General Meeting.

## **Indemnification**

### **Section 1: Indemnification**

Each officer, director and committee member of the Canadian Association of Rally Obedience shall be indemnified by the Canadian Association of Rally Obedience against all costs, expenses and liabilities reasonably incurred by him/her connection with/or resulting from any action, suit or proceeding to which he/she may be made a party by reason of his or her being or having been a director, officer or committee member of the Association, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such officer, director or committee member. The foregoing right indemnification shall cover all amounts paid in settlement of any such action, suit or proceeding when such settlement appears to be in the interest of CARO. The foregoing right shall be in addition to any other rights to which such officer, director or committee members may be entitled as a matter of law. The Association will carry Directors' Liability Insurance at all times.

## **Dissolution**

### **Section 1: Dissolution**

Upon the dissolution of the Association, the Board of Directors, shall, after paying or making provisions for the payment of all the liabilities of the association, dispose of all the assets of the association exclusively for the purpose of the association. The balance of the assets shall be given to a charity dedicated to the health and welfare of dogs, and or providing service dogs to those in need. This will be decided upon by the majority vote of the Board of Directors.

**FOR DISCUSSION ONLY**