

GREAT LAKES SLED DOG ASSOCIATION, INC BY LAWS



NAME AND PURPOSE

NAME - This association shall be known as Great Lakes Sled Dog Association.

PURPOSES - The purposes of this association are as follows:

1. To (a) promote public interest in the sport of sled dog racing and related activities, (b) establish uniform rules and procedures for the conduct of sled dog racing and related activities that will foster the safety of competitors and animals involved, (c) promote the education of the association's members on its rules, regulations and procedures, (d) inform and educate the members in the proper care and handling of the animals to insure their humane treatment and to insure identification and treatment of any health problem peculiar to the sled dog, (e) foster cooperation among all members and race organizations.
2. To acquire without limit in any jurisdiction, but conforming to the laws thereof, by purchase, deed, lease, or by any other method, and to dispose of by sale, conveyance, mortgage or by any other method, real and personal property of every nature and to develop, improve and operate any and all such property.
3. To enter into any and all contracts and to issue notes, pledges or mortgages in order to promote the interests of the association, provided such are consonant with the purposes of the association, and generally to do all acts necessary, incidental and appropriate for the accomplishment of the above purposes.

MEMBERS AND MEMBERSHIP

MEMBERSHIP ELIGIBILITY - The membership of this association shall be open to any person, firm, or organization who is interested in the purposes and objectives of this association. The association prohibits discrimination in any manner against any applicant or member because of such person's race, color, religion, sex or national origin as provided in applicable state and federal law. The Board of Directors may adopt regulations as to the acceptance of members during or on race day. ** The Officers/Board of Directors of Great Lakes Sled Dog Association have the inherent rights and powers to dismiss any member convicted in court of law of animal abuse or attempted animal abuse. Said individual may then be barred from further activity associated with Great Lakes Sled Dog Association if the Officers/Board of Directors so votes by majority ballot.

MEMBERSHIP CLASSIFICATION

1. REGULAR - Regular members shall be sixteen (16) years of age or older. Such members shall:
 - (1) Receive all association bulletins and information
 - (2) Have voice and vote at the age of (eighteen) 18, at all association meetings and activities
 - (3) Be entitled to hold association office if eighteen (18) years of age or older
2. JUNIOR - Junior members shall be through sixteen (16) years of age. Such members shall:
 - (1) Have the right of voice, without vote, at all association meetings and activities.
 - (2) Have a signed parental permission slip on file to participate in GLSDA events

3. FAMILY - Family membership shall include household members and all children up to and including eighteen (18) years of age living with such parent and/or guardians. Such members shall:

(1) Be entitled to all privileges of those memberships set forth above as each may qualify by virtue of age. Limited to two votes per household.

(2) Receive one (1) copy of all association bulletins and information per family. Unusual family situations may be submitted to the Board of Directors for determination of membership qualification.

4. SPONSORING- Sponsoring members are "friends" of the association who have an interest in sled dogs and sled dog racing and who have an interest in advertising their interest, service or product in the association periodical publication. Such members shall:

(1) Receive all association bulletins and information

(2) Have voice and vote at all association meetings and activities

(3) Not be entitled to hold office or participate in association sanctioned races

(4) Receive a one line listing in the official publication of the association at such time and in such a manner as the Board of Directors may from time to time determine.

5. LIFE MEMBER - Life members are entitled to all of the privileges of regular member and may become a Life member as follows:

(1) Any person who has been a regular member of the association for ten (10) years or more and upon payment of One Hundred and Fifty Dollars (\$150.00) may become a Life Member

(2) Life membership may be awarded by the Board of Directors for outstanding service to the association or the sport of sled dog racing in general

MEMBERSHIP DUES

1. The annual dues of members are as follows:

Regular	-	Twenty Five Dollars (\$25.00)
Junior	-	Fifteen Dollars (\$15.00)
Family	-	Forty Dollars (\$40.00)
Sponsoring	-	Twenty Five Dollars (\$25.00)
Life	-	One Hundred Fifty Dollars (\$150.00)

2. Annual dues cover an association year in which paid and do not extend to or beyond a subsequent annual meeting of the association. Members who have not paid the annual dues on or before the annual meeting date will not be included in the membership roles entitled to the privileges of association members until such time as the annual dues are paid.

RIGHTS OF MEMBERS - Members, subject to the above classifications, shall have the right to vote on all matters affecting the operations of the association which shall be properly presented for their consideration at any duly constituted meeting of the association.

RESIGNATION, SUSPENSION and TERMINATION OF MEMBERSHIP - Any member may resign from the association at any time by giving notice in writing of his resignation to the Secretary. The resignation shall become effective upon the date specified in the note or, if no date is specified, upon receipt of the notice by the Secretary. Acceptance shall not be necessary to render the resignation effective.

PLACE - All meetings shall be held at such place as is designated by the Board of Directors.

ANNUAL MEETING - The annual meeting of members of the association shall be on or before June 1 each year, at such hour and place as shall be designated by the Board of Directors.

SPECIAL MEETINGS - Special meetings of the members may be called at any time by the Board of Directors and shall be called by the President upon the written request of a majority of the directors or a majority of the members.

PRESIDING OFFICER - The President of the association shall preside at all membership meetings. In the absence of the President, the First Vice-President, or a person designated by the members present shall preside.

NOTICE OF MEETINGS - Notice of all meetings shall be published in the official publication of the association or mailed to members at least ten (10) days, and not more than sixty (60) days, prior to the meeting. All notices shall state the time, place, and purposes of the meeting.

QUORUM - At each annual or special meeting of the membership, members present shall constitute a quorum for the consideration of any question.

VOTING - At all meetings of the members of the association, the affirmative vote of the majority of the members voting on the question shall decide any question brought before such meeting. Voting by proxy at any general, special or board meetings shall be allowed when ability to proxy vote on said item has been previously advertised and solicited (i.e. email from board to entire membership clearly stating a responding email will count as said member's vote on subject at hand).

BOARD OF DIRECTORS NUMBER AND TERM OF DIRECTORS - The business, property and affairs of this association shall be managed by a Board of Directors composed of eight (8) members as follows:

1. Four (4) members who shall have been regular members of the association for at least three(3) dues paying years prior to election, called "Elected Directors".
2. The current officers of the association. Each elected director and others shall hold office for the term for which they are elected and until their successor is elected and qualifies. At the initial election of elected directors, two (2) directors shall be elected for one (1) year, one (1) director shall be elected for two (2) years, and one (1) director shall be elected for three (3) years. Thereafter there shall be two (2) directors elected each year; one (1) for a three (3) year term and one(1) for a one (1) year term.

REMOVAL - Any director may be removed from office as deemed necessary and proper by the Officers/Board of Directors, or by a majority vote of the membership voting on the issue at hand, as called for by the BOD. Any director who misses three (3) consecutive Board meetings without prior excuse to the President may be at risk for removal from the Board and his seat may be declared vacant.

RESIGNATION - Any director may resign at any time by giving written notice of such resignation to the Secretary. The resignation shall become effective upon the date specified in the notice, or if no date is specified, upon the receipt of the notice by the Secretary. Acceptance shall not be necessary to render the resignation effective.

VACANCIES - All vacancies of directors on the Board of Directors shall be filled by appointment made by the remaining members of the Board. Each person so appointed to fill a vacancy shall remain a director until their eligible successor has been elected by the general membership at the next annual meeting or at any special meeting for that purpose.

ORGANIZATION MEETING OF THE BOARD - At the place of holding and immediately following the annual meeting of members, the board, as constituted upon final adjournment of such annual meeting, shall convene for the purpose of organizing and transacting any other business properly proposed. The organization meeting in any year

may be held at a different time and place by consent of a majority of the directors.

REGULAR MEETINGS OF THE BOARD - In addition to its organization meeting, the Board shall hold meetings at such other times and places as it shall from time to time determine. No notice of regular meetings shall be required.

SPECIAL MEETINGS OF THE BOARD - Special meetings of the Board may be called by the President or by any two (2) directors any time by means of such written notice by mail or email of the time, place and purpose of such meeting to each director as the Secretary in his/her discretion shall deem sufficient, but action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as provided under **WAIVER OF NOTICE** (see below).

NOTICE AND MAILING - All notices required to be given by any provisions of these Bylaws shall state the authority pursuant to which they are issued (as "by order of the President", or "by order of the Board of Directors", as the case may be) and shall bear the signature or the printed or typed name of the Secretary. Every notice shall be deemed duly served when it has been deposited in the United States mail with postage fully prepaid, plainly addressed to the addressee at his/her last address appearing upon the original or duplicate membership roster of this association. Email notices shall be deemed duly served when email is sent by Secretary to all members and Board of Directors at the email address previously provided by each member and appearing on the membership roster of this association.

WAIVER OF NOTICE - Notice of the time, place and purpose of any meeting of the Board may be waived by email or other writing either before or after such meeting has been held. Attendance at any meeting of the Board constitutes a waiver of notice, except where a director attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

ACTION BY UNANIMOUS WRITTEN CONSENT - If and when the directors shall severally or collectively consent in writing to any action to be taken by the association, such action shall be as valid association action as though it had been authorized at a meeting of the Board.

POWER TO APPOINT OTHER OFFICERS AND AGENTS - The Board shall have power to appoint such other officers and agents as it shall deem necessary for transaction of the business of the association.

POWER TO FILL VACANCIES - The board shall have power to fill any vacancy in any office occurring from any reason whatsoever.

DELEGATION OF POWERS - For any reason it deems sufficient, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

POWER TO APPOINT EXECUTIVE COMMITTEE - The Board shall have the power to appoint by resolution an executive committee composed of two (2) or more directors, or officers who to the extent provided in such resolution shall have and exercise the authority of the Board in the management of the business of the association between meeting of the Board.

POWER TO REQUIRE BONDS - The Board may require any officer or agent to file with the association a satisfactory bond conditioned for faithful performance of his duties.

OFFICERS AND APPOINTEES ELECTION - The officers of the corporation shall be a President, First Vice-President, Second Vice-President, Secretary, Treasurer, and such other officers as the Board of Directors may deem appropriate. The President, ~~First~~ Vice-President, Secretary and Treasurer of the association shall be elected by the membership by a majority vote of those members present at the annual meeting of the association and each officer so elected shall hold office for a term of one (1) year or until his successor shall have been duly elected and installed. No person shall hold more than one (1) office at one time.

NOMINATION OF OFFICERS - The Board of Directors shall at least ninety (90) days prior to the annual meeting of the association, appoint a Nomination Committee consisting of five (5) members of the association. This committee shall, after approval of its nominees by the Board of Directors, present one or more nominees for each office, including directors to be elected at the annual meeting of the association. Further nominations may be made from the floor.

PRESIDENT - The President shall be the chief executive officer of the association and shall preside at all meetings of the Board except when the selection of such committees is otherwise provided for in these Bylaws or by the Board of Directors, and the President shall be an ex-officio member of all committees of the Board. The President shall perform such other duties as may be designated by the Board of Directors and exercise such other powers as are usually invested in this office unless the Board shall decide to give such powers to another officer or officers.

FIRST VICE-PRESIDENT - In the absence or incapacity of the President, or during the President's inability to perform the duties of the office, the Vice-President shall act in the place of the President and shall have such other powers and perform such other duties as shall be assigned by the Board of Directors. The Vice-President shall be primarily responsible for all race contracts and race chairmen. Vice President shall also be responsible for all properties of the association and may delegate such duties as necessary.

TREASURER - The Treasurer shall be the chief financial officer of the association and shall have general supervision over the financial concerns of the association and the care and custody of the funds, securities and papers of the association except his own bond, if any, and he shall have the power to endorse for deposit or collect all notes, checks, drafts and other obligations and orders for the payment of money payable to the association or its order and to accept drafts on behalf of the association. He shall keep or cause to be kept, accurate books of accounts which shall be the property of the association. If required by the Board of Directors, he shall give bond for the faithful performance of this duty in such sum, and with such sureties as the Board of Directors shall require.

SECRETARY - The Secretary shall keep the minutes of the meetings of the membership, Board of Directors and Executive Committee. The Secretary shall give notice of all meetings of the membership, Board of Directors and Executive Committee. The Secretary shall be the custodian of all association records and perform or have performed all the duties incidental to the office. After authorization by the Board of Directors, the Secretary may make and execute for and in the name of the association all deeds, mortgages, bonds, leases, certificates of membership and other obligations and instruments of the corporation. In the absence of the Secretary at any meeting of the members or board, a temporary Secretary shall be chosen to perform the duties of the Secretary.

REMOVAL - Any officer of the association may be removed at any time, with cause, by a majority vote of the membership as called for by the board of directors.

VACANCIES - Vacancies in any office or position other than a director may be filled for the unexpired portion of the term by majority vote of the Board of Directors present at a meeting of the Board of Directors. If any officer or director is absent or unable to perform their duties, the Board of Directors may delegate the officer or directors powers and duties during the period of such absence or disability to another officer or director. No delegation of more than one officer or director duties shall be made to the same person.

RESIGNATION - Any officer may resign his office at any time by giving written notice of such resignation to the Secretary. The resignation shall become effective upon the date specified in such notice, or if no date is specified, upon receipt of the notice by the Secretary. Acceptance shall not be necessary to render the resignation effective.

COMMITTEES AND RACE REGULATIONS

STANDING AND OTHER COMMITTEES - The Board of Directors by resolution may designate standing and other ad hoc committees of members, directors, and of other persons not members of the association. The chairman of such committees shall be nominated by the President and appointed by the Board of Directors. Members of such committees may be designated by the Board in its resolution establishing any such committee. Except as otherwise provided in such resolutions, committee chairmen shall be members of the association. The chairman or any member may be removed from the committee by the person or persons authorized to appoint him whenever, in his or their judgment, the best interests of the association will be served. Committees shall serve under the general supervision of the Board and may be terminated at any time by the Board of Directors.

RACE REGULATIONS - To provide for the proper administration, sanctioning, and operation of sled dog races and related activities, the Board of Directors shall prepare and publish to the members of the association regulations pursuant to which all may alter, repeal, add to or amend such regulations at any meeting of the Board of Directors at which a quorum exists by an affirmative vote of a majority of the Board of Directors.

INDEMNIFICATION - The association shall indemnify each director and officer of the association, his or her heirs, executors and administrators, from and against all costs and expenses reasonably incurred by or imposed upon him or them in connection with or resulting from any suit, action or proceeding to which he or they may be made a party by reason of his being or having been a director or officer of the association as may be provided for under the laws of the State of Michigan, except in relation to matters as to which any such director or officer or former director or former officer shall be adjudged in such suit, action or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such person, his or her heirs, executors or administrators may be entitled as a matter of law. Before any costs or expenses are incurred as provided for in this section, the association shall be consulted as to such indemnification.

PARLIAMENTARY PROCEDURE - All parliamentary questions shall be determined by Robert's Rules of Order when necessary and unless discussion is logically congruent with more expedient decision-making, agreed on by the Board of Directors present and conducting meeting in question.

FINANCES

FUNDS - It shall be the duty of the Board of Directors to provide adequate funds for the operation of the association by means consonant with the tax status of the corporation.

EXPENSES - All proper expenses of the association are subject to the approval of the Board of Directors. Upon such approval the expenses shall be paid from the funds of the association.

BOOKS AND RECORDS - Books and records of the association shall be set up in a manner which shall produce proper records for reports to the government, to the Board of Directors and to the members of the association, and enable an accurate audit (not required to be certified) of the finances of the association.

FISCAL YEAR - The fiscal year of the association shall be set by the Board of Directors.

CHECKS, ETC. - All checks, drafts and orders for payment of money shall be signed in the name of the association by such officer or officers or agent or agents as the Board shall from time to time designate for that purpose.

AMENDMENTS - These Bylaws may be amended, altered, repealed, or added to as deemed necessary and proper by the Officers/Board of Directors and by a majority vote of the membership as called for by the Board of Directors; provided, however, notice of such amendment or amendments has been provided to the membership at least thirty (30) days prior to such meetings as follows:

1. Publication of such amendments in the official publication of the association.
2. Mailing of such amendments to the association membership.

3. Voting by proxy for any amendments shall be allowed when ability to proxy vote on said item has been previously advertised and solicited (i.e. email from board to entire membership clearly stating a responding email will count as said member's vote on subject at hand).

DISSOLUTION

DISSOLUTION OF ASSOCIATION - A resolution to dissolve the association and wind up its affairs shall be initiated by resolution of the Board recommending such dissolution and directing that the question be submitted to a vote of the membership. The resolution of dissolution, after being submitted to the members, shall be adopted by vote of not less than majority of the entire membership of the association at a meeting duly convened for that purpose, pursuant to written notice of the meeting stating such purpose.

Upon such adoption of such resolution by the membership, the association shall cease to conduct its affairs except as may be necessary for the winding up of the association. It shall immediately cause a notice of the proposed dissolution to be mailed to each of its known creditors and shall proceed to collect its assets and apply and distribute them as provided in its Articles of Incorporation and under the laws of the State of Michigan.

DISTRIBUTION OF ASSETS - In the event of dissolution, all assets of this association, real and personal, shall be distributed to such organizations as agreed to by a majority of the Board of Directors and as are qualified as tax exempt under section 501(c) (3) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue Law, subject however to any residuary interest that the U.S. Government or its agencies may have in such assets.

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