



# Texas Puppy Club

# Bylaws

Version 1.04 – July 28, 2020



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## I. Statement of Purpose

- A. The purpose of the Texas Puppy Club is to create a safe space in which the human pups, pets, and handlers of Texas and their allies can gather, learn, and grow.
- B. We will achieve this through
  - i. Maintaining a communication, information, education, and support network for members of our pup and Handler community.
  - ii. Promoting, with pride, the rights of all adults to engage in safe and consensual expressions of leather, BDSM, and fetish activities regardless of nationality, ethnicity, gender identity, sexuality, age, or creed.
  - iii. Hosting periodic events in which members of the community can come together and fellowship in a judgement-free space.
  - iv. Supporting our community clubs and organizations across the state and encourage the formation of new groups.
  - v. Preserving our unique history for future generations.

## II. Membership

- A. There will be two (2) classes of membership in the Texas Puppy Club: Individual Membership and Group Membership.
- B. Individual Membership
  - i. Individual membership is open to any person age eighteen (18) or up who supports the Statement of Purpose.
  - ii. Individual members shall pay annual dues at a rate set by the Board of Directors. If the dues remain unpaid at the end of the established grace period (expiration date + 30 days), all rights and privileges of membership in the organization are forfeited.
- C. Group Membership
  - i. Group membership is open to any group whose membership is age eighteen (18) or up and who agrees with the Statement of Purpose.
  - ii. Group members shall pay annual dues at a rate set by the Board of Directors.
- D. Membership shall be effective from the day membership dues are received through the end of that month the following year (e.g. If membership dues are paid on July 15, the membership term will expire at the end of July the following year).

- E. Records pertaining to membership will be maintained according to the Policies & Procedures.
- F. Rights and privileges of membership will be defined in the Policies & Procedures.
- G. Members of the Texas Puppy Club may not present themselves as the spokespersons for the organization unless specifically authorized by the Board of Directors, these Bylaws, or a vote of the membership specifically authorizes them to do so.
- H. Members have the right to be publicly known within the organization as they chose, either by a legal name or by the name of their choice. This preference will be expressed at the time of membership initiation and may be changed by notifying the board of directors in writing.
- I. Members may resign at any time by submitting a written notice to the Board of Directors. No proration of dues shall be given upon resignation.
- J. Membership may be revoked for any action deemed inconsistent with the purpose of the Texas Puppy Club according to the process defined in the Policies & Procedures.

### III. Conduction Organizational Business

- A. Fiscal year
  - i. A fiscal year shall begin on the first (1<sup>st</sup>) day of January and end on the thirty-first (31<sup>st</sup>) day of December.
- B. Meeting Procedures
  - i. The Co-Directors will determine the agendas of all meetings. In the absence of all Co-Directors, a delegate will be designated to fulfill this purpose.
  - ii. Meeting minutes shall be made available to the membership in the method prescribed by the Policies and Procedures.
  - iii. Unless otherwise specified, meetings will be conducted according to these Bylaws, the Policies and Procedures, and Robert's Rules of Order.
  - iv. At any meetings, guests may be asked to leave the room (or conference bridge) during the discussion and / or consideration of sensitive issues (i.e. executive session). A request that an issue be declared sensitive does not require a second. The sensitive issue will be disposed of before any other business is conducted. The minutes will only include the general topic of discussion and disposition.
- C. General Meetings

- i. General meetings are open to anyone age eighteen (18) or over and will be conducted at least annually at a time and place determined by the Board of Directors.
  - ii. Members will be notified of the time and place of all General Meetings at least two (2) weeks in advance.
  - iii. Quorum shall consist of twenty percent (20%) of the membership plus sixty percent (60%) of the members of the Board of Directors.
    - 1. If membership falls below five (5) individuals, a quorum may be considered met if one (1) of the following conditions is met:
      - a. Two (2) members of the Board of Directors are present.
      - b. Three (3) members are present.
    - 2. If quorum is not met, the Board of Directors can declare an emergency.
      - a. An emergency can be declared at the next Board of Director meeting following the general meeting which failed to meet quorum.
      - b. Declaring an emergency requires two thirds (2/3) affirmative vote by the Board of Directors.
      - c. Urgent motions requiring a quorum will be sent to the membership and voted on electronically.
  - iv. A quorum is required for:
    - 1. Revision(s) of these Bylaws
    - 2. Amendment(s) or revision(s) of the Policies and Procedures
    - 3. Election of Officers
    - 4. Removal of Officers
    - 5. Voting on the expenditure of the Texas Puppy Club funds, as defined in the Policy and Procedures
    - 6. Dissolution of the Texas Puppy Club
- D. Board of Director Meetings
- i. Board of Director meetings shall be conducted at least quarterly at a time and location declared by the Co-Directors.
  - ii. Members will be notified of the time and place of all Board of Director meetings at least one (1) week in advance.
  - iii. Members may request to attend the Board of Directors meetings by contacting the Co-Directors.

- iv. Quorum shall consist of two-thirds (2/3) of the Board of Directors and must include at least one (1) of the Co-Directors.
  - v. Unless specified in these Bylaws or the Policies and Procedures, approval of any motion requires a majority of the voting members present. Abstentions will be noted.
- E. Emergency Board of Director Meetings
- i. In the event of any emergency resulting from a nuclear attack, widespread pandemic, or similar disaster resulting in the declaration of a state of emergency or similar declaration by Federal or state agencies affecting the state of Texas, the following Bylaws provisions shall be in effect:
    - 1. A meeting of the Board of Directors may be called by any officer or director with at least one (1) hour's attempted notice to all Directors.
    - 2. A minimum of two (2) Directors must be in attendance at the meeting of the Board of Directors to constitute a quorum.
    - 3. These Bylaws may be amended, suspended, or repealed, in whole or in part, by a two-thirds (2/3) majority vote of the directors attending any meeting of the Board of Directors, provided such amendment or repeal shall only be effective for the duration of such emergency.

#### IV. Administration of the Texas Puppy Club

- A. The Texas Puppy Club shall be governed by these Bylaws and the Policies and Procedures under the leadership of the Board of Directors.
- B. Leadership
  - i. The Officers
    - 1. The club will be led primarily by four (4) Co-Directors.
    - 2. Each of these individuals will also assume one (1) the following responsibilities for the Club:
      - a. Secretary
      - b. Treasurer
      - c. Membership
      - d. Social Outreach
  - ii. Regional Representatives

1. There will be one (1) member for each of the following general geographic areas of the state:
  - a. Houston
  - b. Austin
  - c. San Antonio
  - d. DFW
  - e. El Paso
2. When preparing for elections, the Board of Directors will divide a general geographic region when at least one (1) of the following exists:
  - a. A defined geographic region contains more than fifty percent (50%) of the active membership.
  - b. A defined geographic region contains more than one hundred (100) active members.
3. When preparing for elections, the Board of Directors will merge divided general geographic regions when the combined membership doesn't require dividing.
- iii. All members of the Board of Directors should endeavor to attend all Board Meetings and General Meetings.
- iv. The individual roles, rights, and responsibilities of the Board of Directors and Committee Chairs will be defined in the Policies and Procedures.
- v. The Board of Directors' elected terms will be as follows:
  1. The Co-Directors will serve a two (2) year term with Treasurer & Membership being elected on odd years and Secretary and Social Outreach elected on even years.
  2. The Committee Chairs will serve two (2) year terms with Events being elected on odd years and Woofstock on even years.
  3. Region Representatives will serve one (1) year terms with elections annually.
- C. To qualify as a nominee for election to the Board of Directors, the individual must have been to at least two (2) Texas Puppy Club Events within a 365-day period.
- D. At their discretion, the Board of Directors may form Ad Hoc committees or appoint representatives for local clubs. These are non-voting positions.
- E. Elections

- i. Annual elections will be held no later than November of each year via electronic voting or secret paper ballot.
  - ii. Newly elected Board of Directors members will be seated at the first board meeting in the new year.
  - iii. Nominations will be opened in September of each year for open positions.
- F. Special Elections
  - i. Should a position on the Board of Directors become vacant before the end of the term, a special election will be held.
  - ii. If less than six (6) months remain in the term of that position, the Board of Directors may vote to leave the position open.
- G. Board of Director resignation
  - i. A member of the Board of Directors may resign at any point by sending notice (in writing) to the person fulfilling the Secretary role.
  - ii. Self-nomination or acceptance of a nomination for another position shall be considered de facto resignation.
  - iii. Any board member who resigns from the Texas Puppy Club or fails to pay their dues shall be considered de facto resignation.
- H. Any elected member of the Board of Directors may be removed from office by a two-thirds (2/3) majority vote of the membership in attendance at a general meeting for reasons defined in the Policies and Procedures.

## V. Board of Director Duties

- A. The Board of Directors is responsible for the management, activities, and goals of the organization as approved by the membership.
- B. The Board of Directors may approve, by a majority vote, expenditures of up to two hundred dollars or up to 50% of the available funds, whichever is LESS, without a vote from the membership.
  - i. During the first two (2) years of operation, the Board of Directors may approve amounts in excess of this threshold to establish the club.
- C. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that
  - i. The interest of such officer or director is fully disclosed to the board of directors.



- ii. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.
  - iii. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by the remaining unaffiliated members of the board as being in the best interests of the organization.
  - iv. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
  - v. The minutes of meetings at which these votes are taken shall record such disclosure, abstention, and rationale for approval.
- D. Approved minutes from the Board of Director meetings must be made available to the general membership.

## VI. Committees

- A. The Board of Directors may establish or dissolve any and all standing or ad-hoc committees as deemed appropriate.
- B. At least one (1) of the four (4) Officers shall be appointed to serve as an ex-officio member of each club committee.
- C. The Board of Directors will appoint the committee chairs to all committees when the position is vacant.
- D. Business may be conducted via email, private chat rooms, telephone conferencing, or other electronic or virtual means as long as the chosen platform is agreed upon and available to all who should be in attendance.
- E. Standing committees and the individual roles, rights, and responsibilities of the committee chairs will be defined in the Policies & Procedures, as needed.

## VII. Amendment Procedures

- A. Any member in good standing may bring proposed amendment(s) to and / or revision(s) of the Bylaws or the Policies & Procedures directly before the membership for consideration or submit them to one (1) of the Co-Directors.

- i. The proposal will be added to the agenda for the next membership meeting for discussion.
  - ii. The proposal will be voted upon at the subsequent membership meeting (after discussion).
- B. Approval of changes to the Bylaws requires an affirmative vote of three-fourths (3/4) of the members present.
  - i. During the first three (3) years of operation, the Board of Directors may vote to approve changes with a three-fourths (3/4) majority approval.
- C. Approval of changes to the Policies & Procedures requires an affirmative vote of two-thirds (2/3) of the voting members present.
  - i. During the first three (3) years of operation, the Board of Directors may vote to approve changes with a two-thirds (2/3) majority approval.

## VIII. Dissolution Procedures

- A. Dissolution of the Texas Puppy Club shall require two-thirds (2/3) majority approval of the membership.
- B. Payment or provision of payment of all liabilities of the Texas Puppy Club shall be made prior to any dissolution of the organization.
- C. Disposal of all assets will be made in such a manner as complies with state and federal statutes governing a 501(c)7 Tax Exempt social club.
  - i. Whenever possible, a vote of the membership should be taken to identify an appropriate non-profit (501(c)3) organization in multiple Texas cities to receive the balance of funds.

## X. Controlled Document

- A. This is a controlled document. All changes must be recorded and tracked via date and version number.
- B. Update history

Version	Date Adopted	Recording Officer	Changes Made
1.0	8/1/2018	Justin Knowlton, Director & Treasurer	Document formerly adopted
1.0	11/23/2018	Justin Knowlton, Director & Treasurer	Typo correction: Corrected the title on the table of contents page from v0.03 – July 26, 2018 to v1.00 – August 1, 2018
1.01	10/27/2019	LT Beasimer, Director & Membership	Board approved changes
1.02	12/13/2019	LT Beasimer, Director & Membership	Board approved changes
1.03	2/7/2020	LT Beasimer, Director & Membership	Board approved changes
1.04	7/28/2020	LT Beasimer, Director & Membership	Added Conflict of Interest clause