



Constitution of the Bosque BarnStormers

Preamble

The purpose of Barn Hunt is to demonstrate a dog's vermin hunting ability in finding and indicating the presence of rats in a "barn-like" setting. The sport tests the dog's speed, agility, hunt drive, scenting ability, surefootedness, control and responsiveness to the dog's handler, and the ability of the dog and handler to communicate as they work as a team. Barn Hunt may be played by any domesticated dog and its handler, including pure and mixed breed dogs, intact and altered dogs, and dogs with or without a vermin-hunting history.

ARTICLE I – Club Name

The name of this club is Bosque BarnStormers. It may also be referred to herein as "the club."

ARTICLE II - Purpose

Bosque BarnStormers is a non-profit organization that has been formed for the purpose of training and participating in Barn Hunt activities, including but not limited to holding events using Barn Hunt Association rules.

To achieve its purpose, Bosque BarnStormers will:

- A. provide support, information and training relating to barn hunt activities to club members and persons interested in participating in barn hunt events, including but not limited to rules and regulations pertaining to barn hunts, the proper care of rats and dogs participating in activities to ensure their safety at all times;
- B. promote the sport of barn hunt without regard to breed or pedigree of the dogs; however, all dogs participating in Bosque BarnStormer activities must understand some basic obedience commands to ensure the safety of the participants, including the rats;
- C. require sportsmanlike conduct at all barn hunt activities; and
- D. conduct barn hunt fun matches and trials sanctioned by and in accordance with the rules and regulations of the Barn Hunt Association.

ARTICLE III – Status

Bosque BarnStormers is a non-profit club, and no part of any profits or remainder or residue from dues or donations to the club shall inure to the benefit of any member or individual.

ARTICLE IV – Governing Authorities

The activities of Bosque BarnStormers shall be governed by a Board of Directors, as set forth below:

A. Directors. There shall be five Directors constituting the Bosque BarnStormers Board of Directors. Each Director will serve a term of three years depending upon the position class as described below, with the exception of the initial Directors, whose terms will be subject to the first Director positions election at the first Annual Meeting.

For the purpose of having staggered terms, the five Director positions shall be divided into two classes as follows:

Position A and C (Class I)
Positions B, D and E (Class II)

The term of office of the elected Directors in only one class shall expire in any given year, starting with Class I. Their successors shall be chosen by ballot at the annual meeting of the members for a term of two years.

The Directors named in this Constitution as the first Board of Directors shall be assigned Position A through E. All of the positions will be up for election at the first Annual Member meeting. After that election, the initial term of office of each Director so elected shall be staggered. The Class I Director Positions will be up for election after one year; the Class II Director positions shall be up for election after two years. All Director positions, regardless of class, shall thereafter be held for terms of three years.

1. In addition to the five Director positions identified above, there shall be an optional sixth Director position reserved for any member (1) in good standing, (2) who provides property, facilities and accommodations for a period of at least one year, and (3) for at least 75% of the club's primary and routine activities, such as but not limited to drills, seminars and club meetings. This position may be filled by that member at his or her request, and may be held by that member for so long as the member meets the qualifications identified above. If the member chooses not to fill that position, then it shall remain vacant until such time as any other member meets the qualifications of this optional Director position.

B. Board of Directors. In the event any vacancy shall occur because of death, resignation, incapacity to act, or removal of a Director, then the remaining Directors shall, within a reasonable time, fill the vacancy or vacancies until the next election in accordance with the club's Bylaws.

C. Officers. There shall be five Officer positions, some or all of which may be held by the Directors: President, Vice President, Treasurer, Recording Secretary, and Corresponding Secretary. The President and Vice President of the Bosque BarnStormers shall be Directors.

The initial Officer positions will be appointed by the Board until the club's first annual member meeting, at which time Officer positions, except for the position of Treasurer, will be filled by appointment or re-appointment by the Board at that time. The Treasurer position shall be filled through an election process.

D. Personal Liability of Officers and Directors. There shall be no personal liability of any Officer or Director of the Bosque BarnStormers club for monetary damages for breach of fiduciary duty as an Officer or Director, provided, however, that such provision shall not eliminate or limit the liability of an Officer or Director (i) for any breach of the Officer's or Director's duty of loyalty to the Bosque BarnStormers or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the Officer or Director derived an improper personal benefit.

E. Indemnification. (a) The Officers, Directors and other agents of the Bosque BarnStormers shall be indemnified against any claims or liability, including payment by the Bosque BarnStormers of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of a commitment by the person so indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification. However, no indemnification shall be provided to any person with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith or in the reasonable belief that his or her action was in the best interest of the Bosque BarnStormers.

(b) Indemnification of any persons who are not Directors or Officers of the Bosque BarnStormers will be provided only to the extent authorized by a unanimous vote of the full Board of Directors.

F. Assets.

(a) Bosque BarnStormers is to be financed through the collection of annual membership dues from its members, through payment of fees for practice drills, fun matches and barn hunt trials, and through the receipt of gifts, donations or proceeds of fundraising efforts going to the cause of the Bosque BarnStormers; all of which shall be placed in the bank account of the Bosque BarnStormers.

G. Dissolution. The Bosque BarnStormers may be dissolved at any time by vote of not less than 2/3 of the voting members in good standing. In the event of the dissolution of the Bosque BarnStormers, none of the property of the club nor any proceeds thereof, nor any assets of the club, shall be distributed to any members of the club, but after payment of the debts of the club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

H. Meetings. (a) Meetings of the Officers, Directors and members of *Bosque BarnStormers* may be held anywhere in the State of New Mexico. Those meetings shall be held at the date, place and time established by the Board of Directors, in accordance with the requirements of the club's Bylaws.

I. Bylaws. The members of the Bosque BarnStormers shall have the power to make, amend or repeal the bylaws of the Bosque BarnStormers at an annual meeting with a 2/3 vote of the attending membership; however, the bylaws of the Bosque BarnStormers also provide that the Directors may also make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof which by law, this Constitution or the bylaws requires action by the members.

J. Duration. The term of existence of this organization is perpetual, from the effective date of its organization.

**ARTICLE V –
Adoption of Bylaws and Appointment of Initial Directors and Officers**

The bylaws of the Bosque BarnStormers have been duly adopted and the initial Directors, President, Vice President, Treasurer and other presiding, financial or recording officers, whose names are set out below, have been duly appointed and recognized at the first official meeting of the club:

The names of each initial Director and Officer of the Bosque BarnStormers are as follows:

Directors:

Donna Crary-Johnson – Position A
Bonnie Cook – Position B
Julia Patten – Position C
Cheryl Mitchell– Position D
Mimi Glover – Position E

Officers:

President: Donna Crary-Johnson
Vice President: Bonnie Cook
Treasurer: Jay Leutwyler
Recording Secretary: Stacie Santa Cruz
Corresponding Secretary:

ARTICLE VI – Effective Dates

The effective date of the organization of the Bosque *BarnStormers* shall be the date upon which the first official meeting of the club was held, which was _____, 2017.

The fiscal year of the club shall end on the last day of the month of December.

ARTICLE VII – Principal Address

The address of the principal office of the *Bosque BarnStormers* is:

_____, New Mexico, _____

This Constitution of the *Bosque BarnStormers* has been adopted by the Board of Directors and a majority vote of the members of the club on this _____25____ day of _____July_____, 2020.

Donna Crary-Johnson – Director and President

Bonnie Cook – Director and Vice-President

Julia Patten – Director

Cheryl Mitchell– Director

Mimi Glover – Director