

Emerald Dog Obedience Club, Inc.

CONSTITUTION and BY-LAWS

Amended October 15, 2008

Effective January 1, 2009

CONSTITUTION

ARTICLE I

Name and Objectives

SECTION 1. The name of the club shall be Emerald Dog Obedience Club, Inc.

SECTION 2. The objectives of the club shall be to:

- a. Promote the training of purebred dogs;
- b. Disseminate knowledge regarding obedience training and tracking;
- c. Conduct classes for the training of dogs and their handlers;
- d. Encourage the training of judges;
- e. Hold and support Obedience and Rally trials and Tracking tests, and sanctioned matches under the rules and regulations of the American Kennel Club; and
- f. Promote cooperation and good sportsmanship among its members in the training and exhibition of dogs.
- g. To play an active role within the community including education, service and dog related issues

SECTION 3. The club shall not be conducted or operated for profit 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.

SECTION 4. The members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

BYLAWS

ARTICLE I Membership

SECTION 1. Eligibility. There shall be four types of membership open to all persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club.

Any person who is active in promoting dog training shall be eligible for membership. While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

The four types of membership are:

- a. Individual: These members shall enjoy all the privileges of the Club when eligible, the right to vote and hold office.
- b. Household: Open to two persons who reside in the same residence. Both persons enjoy all the privileges of the Club when eligible, the right to vote and hold office.
- c. Honorary: A limited number of honorary memberships in the Club shall be established and awarded to persons who are outstanding in the field of dog obedience and/or tracking, and who would, because of their demonstrated contribution to dog obedience and/or tracking and their expressed interest in this Club's purposes and activities, be an asset to the Club's roster of membership, notwithstanding their inability actively to participate in the Club's functions. Candidates for honorary membership must be proposed by a member in good standing, and be voted upon favorably by all members in attendance at a regular meeting of the members. A person elected to honorary membership shall be presented with a suitable certificate of honorary membership, shall enjoy all the privileges of the Club when eligible, the right to vote but shall not be required to pay dues and shall not be eligible to hold office.
- d. and Associate. Open to persons who wish to receive the Club bulletin only. Associate members do not have the right to vote or hold office nor enjoy other privileges of the Club unless so stipulated in the policies of the Club.

SECTION 2. Dues The amount of the annual dues and the amount of any special assessments payable by each member shall be determined at the October meeting by a majority vote of the members in attendance. If the amount of annual dues is not fixed at such meeting, then the amount of annual dues for the ensuing year shall be the same as for the then immediately preceding year. The fiscal year of the club, and the period for which annual dues are payable, shall be the calendar year, January 1 to December 31.

During the month of November, the Treasurer shall send to each member a statement of dues for the ensuing year. This statement may be included in the club's monthly bulletin.

Annual dues shall be due and payable on or before the date of the regular January meeting each year. Within 10 days thereafter, the Secretary shall send appropriate notice of delinquency by regular mail to each member whose dues are then unpaid, at the address of such member as it appears on the books and records of the club.

SECTION 3. *Election to Membership.* Each applicant for membership shall apply on a form as approved by the board of directors and which shall provide that the applicant agrees to abide by the constitution and bylaws and the rules of the Club and the Rules of The American Kennel Club. The application shall state the name, address, and telephone number of the applicant(s) and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

An application for membership shall be delivered to any Board Member. The Board Member shall then submit the application to the next regular meeting of the Board of Directors. The Board shall then refer the application to the next regular meeting of the members, together with the Board's recommendation for approval or rejection. Favorable votes of at least 80% of the members in attendance at such regular meeting shall be required in order to elect an applicant to membership. Applicants for membership who have been rejected by the Club may not reapply within 12 months after such rejection.

SECTION 4. *Termination of Membership.* Memberships may be terminated:

(a) *by resignation.* Any member in good standing may resign from the club upon written notice to the Secretary, but no member may resign when in debt to the club. Dues obligations are considered a debt to the club and they are incurred on the first day of each fiscal year.

(b) *by lapsing.* A member shall not be deemed to be "in good standing" during any period he is delinquent in payment of dues. The membership of any member whose dues are not paid on or before February 15 will be considered as lapsed and automatically terminated. The Board may grant an additional 60 days grace to such delinquent members in meritorious cases. Members whose membership status is terminated by lapsing shall be entitled to reinstatement upon paying the annual dues, the nonpayment of which caused the termination, plus a penalty to be set each October as part of the setting of the annual dues assessment. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.

(c) *by expulsion.* A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II

Meetings and Voting

SECTION 1. *Club Meetings.* Meetings of the club shall be held in January, March, May, July, October and December, the hour and place within Lane County, Oregon as may be designated by the board of directors. January meeting is the annual meeting and election; installation of new officers, and presentation of annual awards, July is the Clubs picnic meeting and December is the Club Holiday party. Written notice of each such meeting shall be sent by the Secretary at least 10 days prior to the date of the meeting. The Secretary's notice may be included in the Club bulletin. The quorum for such meetings shall be 20 percent of the members in good standing.

SECTION 2. *Special Club Meetings.* Special club meetings may be called by the President, or by a majority vote of the members of the board who are present and voting at any regular or special meeting of the board; and shall be called by the Secretary upon receipt of a petition signed by one-third of the members of the club who are in good standing. Such special meetings shall be held in Lane County, Oregon at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be sent by the Secretary at least five days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other club business may be transacted thereat. The quorum for such a meeting shall be 20 percent of the members in good standing.

SECTION 3. *Board Meetings.* Meetings of the board of directors shall be held in Lane County, Oregon at such hour and place as may be designated by the board. The meetings shall be held in the months of February, April, June, September and November. Written notice of each such meeting shall be sent by the Secretary at least five days prior to the date of the meeting. Five of the Directors shall constitute a quorum for the transaction of business.

SECTION 4. *Special Board Meetings.* Special meetings of the board may be called by the President; the Vice-President, or by any two directors. Such special meetings shall be held in Lane County, Oregon at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be sent by the Secretary at least three days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a five members of the board.

SECTION 5. *Voting.* Each eligible member in good standing shall be entitled to one vote at any meeting of the club at which he is present. Proxy voting will not be permitted at any club meeting or election.

ARTICLE III

Directors and Officers

SECTION 1. *Board of Directors.* The board shall be comprised of the officers and four other persons, all of whom shall be members in good standing, and ex-officio President, shall be elected for one-year terms at the club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the board of directors.

SECTION 2. *Officers.* The club's officers, consisting of the President, Vice President, Secretary and Treasurer, shall serve in their respective capacities both with regard to the club and its meetings and the board and its meetings.

- (a) *The President:* shall preside at all meetings of the club and of the board, except the annual meeting during the election of officers, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these by-laws.
- (b) *The Vice President:* shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity. He shall conduct the meeting during the annual election of officers.
- (c) *The Secretary:* shall keep a record of all meetings of the club and of the board and of all matters of which a record shall be ordered by the club; have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses and cause it to be distributed to the membership at the March Club Meeting, and carry out such other duties as are prescribed in these bylaws.
- (d) *The Treasurer:* shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the board, in the name of the club. The books shall at all times be open to inspection by the board and a report shall be given at every meeting on the condition of the club's finances; and at the January meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. . The Treasurer will disperse funds to pay the membership or board authorized debts of the club. Two signatures shall be required to withdraw money from the club account, whether in the form of a bank withdrawal or by check The signature cards shall be established such that the President and Secretary are the second signature with that of the Treasurer. The Treasurer will be Chairman of the Budget Committee. The proposed Budget for the ensuing year will be presented to the membership at the annual meeting (January).
- (e) *The ex-officio President* shall serve as an appointed voting board member for the year immediately following his tenure as President. Should his successor be re-elected to a second term, the ex-officio position will become an elected board member position.

SECTION 3. *Vacancies* Any vacancies occurring on the board or among the offices during the year shall be filled for the unexpired term of that vacated position by a majority vote of all the then members of the board at its first regular meeting following the creation of such vacancy, or at a special board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the board.

ARTICLE IV **The Club Year, Annual Meeting, Elections**

SECTION 1. *Club Year.* The club year shall begin on the first day of January and end on the last day of December.

SECTION 2. *Annual Meeting.* The annual meeting shall be held in the month of January, at which officers and directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office at the January meeting. Each retiring officer shall turn over to the successor in office all properties and records relating to that office at the January meeting.

SECTION 3. *Elections.* The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other open positions on the board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 4. *Nominations.* No person may be a candidate in a club election who has not been nominated. During the month of September, the board shall select a Nominating Committee consisting of three members, not more than one of whom may be a member of the board. The Secretary shall immediately notify the committee of their selection. The board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before November 1.

- (a) The committee shall nominate one candidate for each office and elected positions on the board and, after securing the consent of each person so nominated, shall report their nominations to the Secretary in writing by November 15. (b) Upon receipt of the Nominating Committee's report, the Secretary shall, at least two weeks before the annual meeting, notify each member in writing of the candidates so nominated. This notification may be a notice in the club's bulletin.
- (b) Additional nominations may be made at the annual meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.

ARTICLE V Committees

SECTION 1. The board may each year appoint standing committees to advance the work of the club in such matters as obedience trials, tracking tests, annual awards, membership, training classes, training building management and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the board. Special committees may also be appointed by the board to aid it on particular projects.

SECTION 2. Any committee appointment may be terminated by a majority vote of the full membership of the board upon written notice to the appointee; and the board may appoint successors to those persons whose services have been terminated.

ARTICLE VI Discipline

SECTION 1. *American Kennel Club Suspension.* Any member who is suspended from the privileges of The American Kennel Club automatically shall be suspended from the privileges of this club for a like period.

SECTION 2. *Charges.* Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10, which shall be forfeited if such charges are not sustained by the board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the board or present them at a board meeting, and the board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the club. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges, it shall fix a date for a hearing by the board not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

SECTION 3. *Board Hearing.* The board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the board may by a majority vote of those present suspend the defendant from all privileges of the club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing club meeting which considers the board's recommendation. Immediately after the board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the board's decision and penalty, if any.

SECTION 4. *Expulsion.* Expulsion of a member from the club may be accomplished only at a meeting of the club following a board hearing and upon the board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the club to be held within 60 days but not earlier than 30 days after the date of the board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the board's suspension shall stand.

ARTICLE VII Amendments

SECTION 1. Amendments to the constitution and bylaws may be proposed by the board of directors or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the board of directors and must be submitted to the members with recommendations of the board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. The constitution and bylaws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

ARTICLE VIII Dissolution

SECTION 1. The club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, 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.

ARTICLE IX
Order of Business

SECTION 1. At meetings of the club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Election of officers and board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

SECTION 2. At meetings of the board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Unfinished business
- New business
- Adjournment

ARTICLE X
Parliamentary Authority

SECTION 1. The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.