



## **CONSTITUTION**

**AND**

**BY-LAWS**

As approved by the membership through March 13, 2013

# CONSTITUTION AND BY-LAWS

## CONSTITUTION

### Name and Objectives

Section 1. The name of the Club shall be the Port Chester Obedience Training Club, Inc.

Section 2. The objectives of the Club shall be:

- a. To promote obedience training of all pure-bred dogs.
- b. To disseminate knowledge concerning pure-bred dogs.
- c. To hold, encourage and sponsor obedience and agility trials, obedience classes, tracking tests, shows, exhibitions and matches under the rules and regulations of the American Kennel Club.
- d. To encourage Club members to compete in dog shows and obedience and agility trials in a manner of good sportsmanship.
- e. To encourage and support legislation and activities that promote the welfare of dogs.

Section 3. The Club shall not be operated or conducted for profit and no part of any profits or remainder or residue from dues, fees 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 from time to time revise, such By-Laws as may be required to carry out these objectives.

## BY-LAWS

### **ARTICLE I - MEMBERSHIP**

Section 1. Eligibility. There shall be five types of membership: associate, regular, family, junior and honorary.

- a. Associate membership shall be 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 the Port Chester Obedience Training Club. Associate members shall be eligible for all rights and privileges of regular membership except the right to vote or to hold office. With the completion of a one-year Associate membership or after taking two classes, Associate members may apply for a Regular or Family membership.
- b. Regular membership shall be 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.
- c. Family membership shall be open to all additional adult members of the same household. Each additional adult member shall be eligible for all the rights and privileges of a regular member.
- d. Junior membership shall be open to all persons between the age of 10 and 18 years who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. Junior membership is provided in order to encourage in such young people dog training, dog showing and dog care. Junior members shall be eligible for all rights and privileges of membership except the right to vote or to hold office.
- e. Honorary membership: The members of the Club may recognize the significant contributions to obedience work by election of a person to honorary membership in the Club. Such election shall be by the affirmative vote of two-thirds of the members voting at an Annual Meeting. Honorary members shall pay no dues and shall be eligible for all rights and privileges of membership except the right to vote or to hold office in the Club. Nomination for honorary membership shall be in the form of a letter to the Board of Directors stating the basis for such nomination and signed by at least ten (10) Club members. No person shall be deemed to have been elected to honorary membership until that person's consent has been obtained.

Section 2. Election to Membership. Each candidate shall apply on a form approved by the Board of Directors, which shall provide that the applicant agrees to abide by these Constitution and By-Laws and the rules of the American Kennel Club. The application shall state the name and address of the applicant. Upon the recommendation of the Membership Committee, the application, accompanied by dues covering membership for the first year, requires final approval of the Board of Directors. Upon such approval, the applicant shall be notified by the Membership Committee become a member of the Club with out further action.

### Section 3. Initiation Fee and Dues

- a. Initiation Fee. Upon admission to membership, each applicant shall be required to pay an initiation fee, which will cover both an individual and his/her immediate family, of a minimum of \$10.00 and a maximum amount equal to 50% of one-year's dues as determined by the Board of Directors.

Dues. Membership dues for regular members shall be not less than \$10.00 nor more than \$100.00 per year, the amount to be determined and announced by the Board of Directors prior to the end of each calendar year. Dues for memberships shall be paid according to the following schedule:

- Regular/Associate - First member in household - 100%
- Family - Each additional adult - 50%
- Junior - 25%

No member may vote whose dues are not paid for the current fiscal year and who is not in good standing as outlined in Section 4 of this Article.

During the month of February, the Treasurer shall send to each member a statement of his/her dues for the ensuing year. The dues are payable on or before the first day of June of each year.

Section 4. Good Standing. Only members in good standing with the AKC and the Club and whose dues have been paid for the current fiscal year shall have the right to vote on any question before the Club, to hold office or serve on the Board of Directors, to be eligible for Club awards, or to exercise any of the other rights and privileges of membership specifically provided in these By-Laws. Members in good standing shall include regular, family, and junior member categories, but only regular and family members shall have the right to vote, to hold office or serve on the Board of Directors. The term "member", whenever used hereinafter in these By-Laws, shall mean a member in good standing.

Section 5. Termination of Membership. Memberships may be terminated:

- a. By Resignation. Any member may resign from the Club upon written notice to the Secretary. Acceptance of resignation shall not constitute a release from indebtedness to the Club.
- b. By Lapsing. A membership will be considered as lapsed and no longer in good standing and will automatically terminate if such member's dues remain unpaid 90 days after the first day of the fiscal year. In no case may a person be entitled to vote at any Club meeting whose dues are in arrears as of the date of that meeting.
- c. By Expulsion. A membership may be terminated by expulsion as provided in Article VI, Section 4, of the By-Laws.

Section 6. Reinstatement. Any member whose membership has lapsed for any reason except for expulsion can be reinstated within two years of the date of his or her membership termination provided, however, that such reinstatement shall be made under Article I, Section 2. After the two-year period, an initiation fee is required.

Section 7. Club Property. Each member's interest in property of the Club shall cease with the termination of his membership.

## **ARTICLE II - MEETINGS AND VOTING**

Section 1. Annual Meeting. The annual Meeting of the Club shall be held in the greater White Plains area within the first three weeks of the month of June each year, at such hour and place as may be designated by the Board of Directors. Members shall be notified in writing by the Secretary of each such meeting at least fourteen days prior to the date of the meeting. The quorum for such meetings shall be 15% of the voting members in good standing.

Section 2. Club Meetings. Five Club meetings shall be held each year, one of which will be the Annual Meeting, within a twenty-five mile radius of the City of White Plains, and at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Secretary at least 10 days prior to the date of the meeting. A quorum for such meetings shall be 15% of the voting members in good standing.

Section 3. Special Club Meetings. Special Club meetings may be called by the President or by a majority of the members of the Board who are present and voting at any regular or special meeting of the Board or by the Secretary upon receipt of a petition signed by ten members of the Club. Such special meetings shall be held within a twenty-five mile radius of the City of White Plains, and at such hour and place as may be designated by the person or persons authorized

herein to call such meetings. Written notice of such meeting shall be mailed by the Secretary at least seven days and not more than fourteen days prior to the date of the meeting, and no other Club business may be transacted thereat. The quorum of such a meeting shall be 15% of the voting members in good standing.

Section 4. Board Meetings. The Board of Directors shall meet at least six times during each year, at such time and place as may be designated by the Board. At least five days prior to the date of the meeting, written notice shall be mailed by the Secretary. The quorum for such a meeting shall be a majority of the Board then in office.

Section 5. Special Board Meetings. Special meetings of the Board may be called by the President, Secretary, or upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held at a place and hour as may be designated by the person(s) authorized herein to call such meeting. The Secretary shall notify the Board in writing at least five days prior to the meeting or by telegraphic notice at least three days in advance. However, if the situation requires expediency, all available Board members may be contacted by telephone for discussion of the issue and a vote taken at that time. This telephone vote must be confirmed by another Board member within 24 hours. The purpose of the meeting (in person or by phone) must be stated in advance and no other business shall be transacted. A quorum shall be a majority of the Board then in office.

Section 6. Voting.

a. Election of Officers and Directors

- (1) The annual election of officers and directors shall be decided by members in good standing.
- (2) Officers and directors shall be elected for staggered two-year terms. In odd years, the following officers, plus two Directors, shall stand for election: President, Second Vice President, Recording Secretary. In even years, the following officers, plus two Directors, shall stand for election: First Vice President, Treasurer, Corresponding Secretary.
- (3) If the election of officers and directors becomes a non-contested slate of five, a single vote of the Recording Secretary will elect the slate.
- (4) In the event of a contested slate, the Secretary shall mail to all members, at least fourteen days prior to the Annual Meeting, a notice containing the names of all nominees. All voting must be conducted in accordance with paragraph b.(3) of this section, and the inspectors must be Club members but neither members of the current Board nor candidates on the ballot.

b. Other Voting.

- (1) To vote at the Annual Meeting or other Club meeting, members in good standing must be present, with the exception of the annual election of officers and directors which shall be handled as outlined in paragraph a. of this section.
- (2) The Board of Directors may decide to submit other specific questions for decision of the members by written ballot at a Club meeting. However, any member present at a Club meeting at which written ballots are required may withhold his ballot until the close of debate on any resolutions presented and then cast his ballot.
- (3) Secret Written Ballots - All members present shall be provided with a ballot form and an envelope marked "BALLOT" by the Recording Secretary (or designee), and their voting eligibility shall be certified against the membership list. Each voter, after marking his ballot, shall seal it in the ballot envelope and shall return it to the ballot box. The inspectors shall count the ballots and report the results to the membership.
- (4) Except as otherwise provided in these By-Laws, voting at all meetings of the members or Board shall be by majority vote or all votes properly cast at such meetings.
- (5) Voting by proxy shall not be permitted.

## **ARTICLE III - DIRECTORS AND OFFICERS**

Section 1. Board of Directors. The officers shall be comprised of the President, First Vice President, Second Vice President, Secretary, Corresponding Secretary and Treasurer, all of whom shall be elected for two-year terms. The directors shall consist of four other members and shall be elected for terms of two years. The Board of Directors shall be elected 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, First Vice President, Second Vice President, Recording Secretary, Corresponding 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 and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Constitution and By-Laws.
- b. The First Vice President shall have the powers and exercise the duties of the President in case of the President's death, absence or incapacity.
- c. The Second Vice President shall assume the duties of the President, as described in paragraph a. above in the event that the First Vice President is for any reason unable to do so.
- d. The Recording 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. He/she shall be notified and keep track of the volunteer activities of the regular members.
- e. The Corresponding Secretary shall have charge of the correspondence, notify members of meetings, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses and carry out such other duties as are prescribed in these Constitution and By-Laws.
- f. The Treasurer shall collect and receive all monies due or belonging to the Club and receipt therefor. He/she shall deposit the same in a bank satisfactory to the Board in the name of the Club. The Treasurer's books shall at all times be open to inspection of the Board, and he/she shall report at every meeting the condition of the Club's finances. At the Annual Meeting he/she shall render an account of all monies received and expended during the previous fiscal year. At the Club's expense, the Treasurer shall be bonded in such amount as determined by the Board of Directors.

Section 3. Vacancies. Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of all the then members of the Board at its first meeting following the creation of such vacancy, except that a vacancy in the office of President shall automatically be filled by the First Vice President or, in the event the First Vice President is for any reason unable to so serve, by the Second Vice President. The resulting vacancy of First or Second Vice President shall then be filled by the Board as provided in this section.

## **ARTICLE IV - THE FISCAL YEAR, NOMINATIONS, ANNUAL ELECTIONS**

Section 1. Fiscal Year. The Club's fiscal year shall begin on the first day of June and end on the 31st day of May.

Section 2. Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of February, the Board shall select a nominating committee consisting of three members and two alternates, not more than one of whom may be a member of the Board.

The Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a Chairman for the Committee, and it shall be his duty to call such committee meetings as may be necessary.

- a. The Committee shall nominate one candidate for each office up for election in that year and two candidates for the two Director positions on the Board up for election in that year, according to the schedule of staggered elections specified in Article II, Section 6, paragraph a (2), and, after securing the consent of each person so nominated, shall report their nominations to the Secretary on or before March 31st.
- b. Before April 30th, all members of the Club shall be notified of the candidates nominated and that nominations for the above positions will remain open until any additional nominations have been received in person by the Secretary on or before May 15. Any eligible member shall be free to nominate any other eligible member as a director and/or officer provided that all such nominations are in the form of a written petition, signed by five eligible members and accompanied by the written acceptance of each such additional nominee signifying his willingness to serve, if elected.
- c. Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this section.
- d. In addition to such qualifications as may appear elsewhere in these By-Laws, candidates for the office of President and the member designated as Delegate to the American Kennel Club shall have been members of the Club for at least three consecutive years prior to their election or designation.
- e. Only members in good standing shall be eligible for election as an officer or director.
- f. An incumbent President cannot be nominated for a fifth consecutive term as President.

Section 3. Annual Election. At the Annual Meeting for the election of officers and directors, the voting shall be conducted as provided in Article II, Section 6, paragraph a. If any nominee at the time of the meeting is unable to serve for any reason, such nominee shall not be elected, and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III, Section 3.

## **ARTICLE V - COMMITTEES**

Section 1. The Board may each year establish standing committees to advance the work of the Club in such matters as obedience and agility trials, tracking tests, matches, annual prizes, membership and other fields which may well be served by committees. Such committees' action shall always be subject to the final authority of the Board. Such committees may also be appointed by the Board to aid it in particular projects. At the first meeting of the Board each year, they shall choose from among the Club members a delegate to the American Kennel Club.

## **ARTICLE VI - DISCIPLINE**

Section 1. American Kennel Club Suspension. Any member who is suspended from the privileges of the American Kennel Club 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 Corresponding Secretary together with a non-refundable fee of ten dollars (\$10.00). The Corresponding 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 Corresponding Secretary shall promptly send one copy of the charges to the accused member, by return receipt requested mail, together with a notice of the hearing and an assurance that the defendant may personally appear in his own behalf 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 this regard. The hearing must be conducted in an executive session. 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 cases, 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 findings 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 of the Club may be accomplished only at a special meeting of Club members following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. The special meeting to consider expulsion shall be held within sixty days but not earlier than thirty days after the date of the Board's recommendation for expulsion. The defendant shall have the privilege of appearing in his own behalf though no new evidence shall be taken at this meeting. This special meeting must be conducted in an executive session. The President shall first read the charges and the findings and recommendations, and then shall invite the defendant, if present, to speak on his own behalf. The members shall then vote by secret written ballot on the proposed expulsion. A two-thirds vote of those present at the meeting shall be necessary for expulsion. If expulsion is not voted, the suspension shall stand and shall not be reviewed again by the Board unless new evidence, documented in writing, is submitted to the Secretary.

## **ARTICLE VII - AMENDMENTS**

Section 1. Amendments to these Constitution and By-Laws may be proposed by the Board or by a written petition addressed to the Secretary and signed by 15% of the membership. Amendments proposed by such petition shall be considered promptly by the Board and must be submitted to the membership with the recommendations of the Board by the Corresponding Secretary, for a vote, within two months of the date when the petition was received by the Corresponding Secretary.

Section 2. The Constitution and By-Laws may be amended by a two-thirds vote of the members present and voting at any Annual Meeting or Special Club meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least fourteen days prior to the date of the meeting.

Section 3. No amendment to these Constitution and By-Laws shall become effective until it has been approved by the American Kennel Club.

## **ARTICLE VIII - DISSOLUTION**

Section 1. The Club may be dissolved at any time by the written consent of not less than two-thirds 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:

1. Roll Call
2. Minutes of Last Meeting
3. Report of President
4. Report of Recording Secretary
5. Report of the Corresponding Secretary
6. Report of Treasurer
7. Reports of Committees
8. Unfinished Business
9. Election of Officers and Board (Annual Meeting)
10. New Business
11. Adjournment

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

1. Reading of Minutes of Last Meeting
3. Report of the Corresponding Secretary
4. Report of Treasurer
5. Reports of Committees
6. Unfinished Business
7. New Business
8. Adjournment

Section 3. The rules governing parliamentary procedure as laid down in Robert's Rules of Order (latest edition) shall govern all meetings of the Club wherever they are not contrary to the provisions of these By-Laws.

As Approved by the membership through February 2006