

OAKLAND DOG TRAINING CLUB, INC.
BYLAWS

ARTICLE I. NAME, OBJECTIVES AND CORPORATE POWERS

- Section 1. The name of the corporation shall be OAKLAND DOG TRAINING CLUB, INC.
- Section 2. The objectives of the Club shall be:
- A. to promote and safeguard the training of purebred dogs and companion dogs, irrespective of breed, to be controlled and well-mannered at home and in public;
 - B. to enhance and disseminate knowledge regarding obedience training and the exhibition of such trained dogs;
 - C. to conduct classes for the training of dogs and their handlers;
 - D. to hold and support obedience and AKC Dog Sports trials and matches under the Rules and Regulations of The American Kennel Club;
 - E. to develop and popularize the sport of dog training;
 - F. to promote cooperation and good sportsmanship among its members in the training and exhibition of dogs.
- Section 3. To the extent provided in the Articles of Incorporation and these bylaws, the powers of the corporation shall be vested in the Board of Directors, whose names appear on the books of the club as members thereof.
- Section 4. As provided in the Articles of Incorporation, no member or group of members shall be entitled to any pecuniary gain or profit as a result of the activities of the Club, except that a member may receive payment for performing professional services for the Club, as defined and limited by action of the Board of Directors.
- Section 5. The members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

ARTICLE II. MEMBERSHIP

- Section 1. Eligibility. There shall be two types of membership, Regular and Honorary.
- A. Regular membership is open to all persons eighteen years of age and older and any minors under his or her custody. Said persons must be in good standing with the American Kennel Club and subscribe to the purposes of this Club. Other adults in the same household may become regular members under the above conditions but at a reduced dues schedule as provided in Section 2A of this Article. Minors will not pay dues, vote, or hold office. Proper behavior of any minor shall be the responsibility of his or her custodian.

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- B. Honorary membership may be conferred only upon a person who has rendered a distinctly valuable service to the Club or to the progress of obedience training. Any such qualified person may be presented as a candidate for honorary membership by any member at a general meeting; such presentation shall make it mandatory upon the Board of Directors to nominate, or disapprove for nomination, any person so presented, at the next Board meeting at which two-thirds of the Board is present.

Such nomination by the Board of Directors shall be by unanimous vote. The nomination will be presented for a vote at the next general meeting, at which time a simple majority shall confer honorary membership upon the nominee.

Such membership shall carry with it the privilege of attending meetings and participating in discussions, but shall not include the privilege of presenting motions, voting, or holding office. Such membership shall not be subject to the payment of dues.

Section 2. Dues.

- A. The amount of membership dues will be reviewed and set by the Board of Directors and Trustees at the first Board meeting after the Annual Meeting. Changes in the amount of membership dues will become effective the following membership year, and may not increase more than 20% in any one year, unless approved by a majority of the members attending a regular or special meeting that is held according to the rules in Article III, Sections 1 and 2. Dues are due and payable on or before the first day of January of each year. No member may vote whose dues are not paid for the current year.
- B. A new member, upon receiving notice of acceptance of application for membership, shall pay to the Director of Membership prorated membership dues for each full month remaining between the date of acceptance as a member and the end of the calendar year.

Section 3. Election to Membership. Each applicant for membership shall submit a \$5.00 application fee and application form as approved by the Board of Directors. The applicant will agree to abide by these bylaws and the rules of the American Kennel Club. The Application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of one member.

All applications are to be filed with the Director of Membership and each application is to be read at the first meeting of the Board of Directors following its receipt or submitted to the Board for approval via mail or electronic transmission. Once the board approves the application, the

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applicant will be notified and will be requested to submit the prorated dues. The applicant's status will be as a non-voting provisional member. Prior to achieving status as a full, voting member of the club, the applicant must attend one General Membership meeting, and participate in one special club activity (i.e. maintenance of the training hall, match or trial). At the Board meeting following the fulfillment of the General Membership meeting requirement, the application will be voted upon and the affirmative votes of two-thirds of the members shall be required to elect the applicant to full membership privileges. Applicants for membership who have been rejected by the Club may not reapply within six 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.
 - B. By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the calendar year; however, the Board may grant an additional 60 days of grace to such delinquent members in meritorious cases. 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 member may be terminated by expulsion as provided in the Article VII of these bylaws.

ARTICLE III. MEETINGS AND VOTING

- Section 1. Club meetings. Meetings of the Club shall be held in (or within 25 miles of) the City of Oakland in the months of March, June, September, and December, at such hour and place as may be designated by the Board of Directors. The June meeting shall be designated as the Annual Meeting and the December meeting will be designated as the Semi-Annual Meeting. Written notice of each such meeting shall be mailed/electronically transmitted by the Secretary to the membership at least 10 days prior to the date of the meeting. The quorum for such meeting shall be 20% of the members in good standing.
- Section 2. Special Club meetings. A Special Club meeting may be called by the President, or any majority 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 five members of the Club who are in good standing. Such special meetings shall be held (within 25 miles of the City of Oakland or via electronic transmission) at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings.

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Written notice of such a meeting shall be mailed/electronically transmitted by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting, and said purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of the members in good standing.

- Section 3. Board meetings. Meetings of the Board of Directors shall be held in (or within 25 miles of) the City of Oakland six times per year, according to the calendar issued to the General Membership at the beginning of each quarter at such hour and place as may be designated by the Board. Written notice of each meeting shall be mailed/electronically transmitted by the Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be two-thirds of the Board.
- Section 4. Special Board meetings. Special meetings of the Board may be called by the President, and shall be called by the Secretary upon receipt of the written request signed by at least three members of the Board. Such special meetings shall be held in (or within 25 miles of) the City of Oakland, at such place, date, and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be mailed/electronically transmitted by the Secretary at least 5 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 of such a meeting shall be two-thirds of the Board.
- Section 5. Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any general meeting of the Club at which he/she is present
- Section 6. All meetings of the Club shall be governed by the bylaws of the Club. In areas not covered by the bylaws, Robert Rules of Order shall be followed.

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ARTICLE IV. BOARD OF DIRECTORS AND TRUSTEES

- Section 1. Board of Directors. The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, Director of Membership, and three Directors-at-large, all of whom shall be members in good standing and all of whom shall be elected for one year terms. Said election is to be held at the Club's annual meeting as provided in Article V and they 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, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.
 - 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.
 - 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. He/she shall have charge of the correspondence, notify members of meetings, notify officers and directors of their election to office and carry out such other duties as are prescribed in these bylaws. The Secretary shall publish a synopsis of business conducted by the Board to the General Membership with notification of General Membership Meetings.
 - D. The Treasurer shall receive all monies due or belonging to the Club which shall be deposited in a bank designated by the Board in the name of the Club. His/her books shall at all times be open to inspection of the Board and he/she shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting he/she shall render an account of all monies received and expended during the previous fiscal year. He/she shall be required to submit the books and all supporting records to the Trustees for purposes of audit, at least fifteen days prior to the annual and semi-annual meetings.
- Section 3. Other Board Members.
- A. The Director of Membership shall collect all dues and initiation fees and submit such monies to the Treasurer with a report of their origin at least once a month. He/she shall keep a record of these transactions to be submitted to the Trustees for audit not less than fifteen days prior to the annual and semi-annual meetings of the regular membership.

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He/she shall take roll at general membership meeting and report if a quorum is present.

He/she shall maintain a membership file and publish a current roster to be available by the March general membership meeting.

He/she is responsible for handling all new membership applications and reporting on such to the Board of Directors.

- B. Directors-at-large shall attend Board Meetings regularly. They shall also support and participate in ODTA activities and serve in leadership roles as needed.

Section 4. Trustees. There shall be a Senior and a Junior Trustee. At each annual election, one Trustee shall be elected for a term of two years to serve as Junior Trustee during the first year of office and to succeed to Senior Trustee for the second year. They shall audit all the records and accounts having to do with the receipt and/or expenditure of Club's fund and perform such other duties incident to their offices as the Board of Directors may direct. They shall certify by signed statements, read to the general membership at each annual and semi-annual meeting, that the books and records were found to be correct or give notice of any discrepancies found therein, and such statements shall become a permanent record of the Club.

The Trustees shall make a recommendation to the Board of Directors as to the amount of membership dues to be charged for the next calendar year per Article II Section 2. A.

Section 5. Automatic Resignation. Three unexcused absences by any Board Member from Board meetings during his/her term of office shall be construed as his/her resignation from the Board. Vacancies shall be filled pursuant to Section 7.

Section 6. Removal from Office. Failure to perform the duties of office, or conduct detrimental to the best interest of the Club shall constitute cause for removal from office. Any officer may be suspended from office by a two-thirds vote of the remaining members of the Board. Such suspension shall remain in effect until a special meeting of the general membership, which shall be called within thirty days of said suspension, is held. At this special meeting a majority of the entire general membership must be present, and a majority vote among those present will remove said officer from his/her elected office.

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Section 7. Vacancies. Any vacancies occurring in an elected position during the year shall be filled until the next annual election by a two-thirds vote of all the then members of the Board at its first 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 V. THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

Section 1. Club Year. The Club's fiscal year shall begin on the first day of December and end on the thirtieth day of November. The Club's official year shall begin immediately at the conclusion of the election at the Annual Meeting and shall continue through the election at the next Annual Meeting.

Section 2. Annual Meeting. The Annual Meeting shall be held in the month of June at which the Board of Directors and Junior Trustee for the coming year shall be elected by secret written ballot from among those nominated in accordance with Section 4 of this article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within 30 days of the election.

Section 3. Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of January the Board shall select a Nominating Committee consisting of three members, not more than one of whom shall be a member of the Board. The Secretary shall immediately notify the Committee of their selection. The Board shall name a Chair for the Committee and it shall be his/her duty to call a Committee meeting.

- A. The Committee shall nominate one candidate for each office and after securing the consent of each person so nominated shall immediately report their nomination to the Secretary in writing.
- B. Upon receipt of the Nominating Committee's report, the Secretary shall notify each member in writing of the candidates nominated and include a description of the duties of each office at least two weeks prior to the March membership meeting.
- C. Additional nominations may be made at the March membership meeting by any member in attendance, providing that the person so nominated does not decline when his/her name is proposed and provided further that if the proposed candidate is not in attendance at this meeting, his/her proposer shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate. No person may be a candidate for more than one position and the additional nominations which are provided for herein may be made only from among those

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members who have not accepted a nomination of the Nominating Committee.

- D. Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section.
- E. At least two weeks prior to the Annual Meeting, the Secretary shall notify each member in writing of all of the candidates nominated for each office.

Section 4. Elections. A nominated candidate must receive a simple majority if the votes cast for each office to be elected. In the event no candidate receives a simple majority, a run-off election must be held between the two candidates receiving the greatest number of votes.

ARTICLE VI. DELEGATES AND REPRESENTATIVES

Section 1. The Delegate to the American Kennel Club and other delegates and representatives to obedience dog clubs and associations shall be appointed by the President, subject to the approval of the Board.

Section 2. The Delegate to the American Kennel Club and other appointed delegates and representatives shall represent the interests of the Oakland Dog Training Club as determined by the Board. Delegates and representatives shall present a report, in person or in writing, of the business and activities of these organizations at each General Membership meeting.

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ARTICLE VII. COMMITTEES

- Section 1. There shall be a Training Committee, and an Obedience Trial Committee. The President may each year establish other committees deemed necessary to further the work of the Club. Such committees shall always be subject to the final authority of the Board.
- A. Training Committee. The Training Instructor shall be chair of the Training Committee. He/she shall select from the general membership at least two additional people to serve as members of this committee. The selected members shall be subject to the approval of the Board. Committee shall be charged with the responsibilities of recommending an adequate training program for the members of the Oakland Dog Training Club. The committee shall have representation at all Board of Directors meeting in an advisory capacity in regard to the training program.
- B. Obedience Trial Committee. The Chair of the Obedience Trial Committee shall be responsible for A.K.C. events and the selection of other members of his/her committee, subject to the approval of the Board.
- C. All committee chairs shall be appointed by the President, subject to the approval of the Board.
- Section 2. Any committee appointment may be terminated by a two-thirds vote of the full membership of the Board upon written notice to the appointee and the President may appoint a successor, subject to the approval of the Board.

ARTICLE VIII. 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 interest of the Club. Written charges with specification must be filed in duplicate with the Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send by mail or email 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 interest 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 of a hearing by the Board not less than three weeks or more than 6 weeks thereafter.

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The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of a hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she 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 charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a two-thirds 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. Any 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/her 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 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/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations and shall invite the defendant, if present, to speak in his/her own behalf if they wish. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not voted, the Board's suspension shall stand.

ARTICLE IX. 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 twenty 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.

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Section 2. The constitution and bylaws may be amended by a two-thirds 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/electronically transmitted to each member at least two weeks prior to the date of the meeting.

Section 3. No amendment to the constitution and bylaws that is adopted shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

ARTICLE X. 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, whether voluntary or involuntary or by the operation of the law, none of the property of the Club shall be distributed to any member 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 XI. ORDER OR 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
Reports of all Officers
Reports of Committees
Election of Officers (at Annual Meeting)
Unfinished Business
New Business
Good of the Order
Adjournment

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

Minutes of the Last Meeting
Reports of all Officers
Reports of Committees
Unfinished Business
New Business
Good of the Order
Adjournment