

Amarillo Obedience Training Club

Constitution and Bylaws

ARTICLE I: NAME AND OBJECTS

SECTION 1. The name of the Club shall be the AMARILLO OBEDIENCE TRAINING CLUB, INC., hereafter referred to as Club.

SECTION 2. The objects of the Club shall be to:

- Promote the training of dogs;
- Disseminate knowledge regarding obedience, rally, agility training, and any other dog related activities and sports recognized by the American Kennel Club that Club members and their dogs participate in;
- Conduct classes for the training of dogs and their handlers;
- Encourage the training of AKC judges, AKC evaluators, and teachers;
- Hold and support obedience, rally, agility trials, matches, and any other event for which the Club is eligible under the rules and regulations of the American Kennel Club and the Club members are interested in holding;
- Promote cooperation and good sportsmanship among its members in the training and exhibition of dogs.

SECTION 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws.

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.

ARTICLE II: MEMBERSHIP

SECTION 1. *Eligibility.* There shall be five types of membership, 4 of which are 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. There shall be one type of membership for children under 18 years of age.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the exhibitors in its immediate area.

The success of the club is dependent on the involvement of our members, therefore Individual and each adult Household members must meet the minimum expectations as outlined in the "AOTC Membership Guidelines." This document will be reviewed annually by a committee of at least 5 members that consists of no more than 2 board members. During the month of March, the board, with input from the membership, shall name a chairman

and elect this committee. The chairman shall call a committee meeting that will be held on or before April 30. The committee will provide their recommendations at the May meeting for discussion by the membership. The recommendations will be adopted by a majority vote of the membership no later than the June meeting. If recommendations are not adopted by a majority vote, then requirements will remain the same as the previous year. Members will be responsible for keeping track of their own volunteer activities and signing the member volunteer book each time they participate in an activity. They will turn in their completed activities at the time of membership renewal (June/July) to the secretary or treasurer with their dues for the following year. A committee of at least 5 members that consists of no more than 2 board members will evaluate the member's activities. If a member doesn't meet the expectations as outlined in the "AOTC Membership Guidelines" that member will be moved to an Associate member until they've fulfilled the club's expectations for an Individual or Household member, at which time they will be restored to active Individual or Household member status. Alternatively, they can pay a fee in addition to their dues as set forth in the "AOTC Membership Guidelines" to be restored to active Individual or Household member status for that year. Members can appeal to the board for further review if they disagree with the decision.

1. *Individual*— Enjoys all Club privileges and the right to vote and hold office. Access to all Club training facilities at any time other than during a class or club sponsored event. Maximum dues not to exceed \$150 per year.
2. *Household* — Two (2) adult members residing in the same household, each eligible for all Club privileges to vote and hold office. Access to all Club training facilities at any time other than during a class or club sponsored event. Members of the household under 18 years of age would be eligible for reduced price classes. Maximum dues not to exceed \$200 per year.
3. *Associate (Individual or family)* — Entitled to participate in all Club events and activities. Not entitled to vote, hold office, plaques and title bars, discounted classes, or unsupervised *access to training facilities (offered to individuals who live outside of the Club's area; also offered to individuals who live in the Club's area but are not active)*. Members of the household under 18 years of age would be eligible for reduced price classes. *Maximum dues not to exceed \$100 per year.*
4. *Junior* — Open to children under 18 years of age; a non-voting/non office holding membership which may automatically convert to regular membership at age 18. Juniors are eligible for reduced cost classes. Maximum dues not to exceed \$50 per year.

Life — For those individuals who have been members for a long period of time (usually 20+ years). This honor is received by nomination of a Club member and approval by the board of directors; Life members pay no dues but are eligible to vote and hold office. Access to all Club training facilities at any time other than during a class or club sponsored event.**SECTION 2.** Dues: The Board of Directors should review the amount of membership dues paid annually at the time the budget is prepared and has the right to revise the amount paid prior to April 1 of each year, that amount

not to exceed the amount stated in the Types of Membership, to carry out the objects of the Club. Membership dues are payable on or before the 1st day of July of each year. No member may vote whose membership requirements have not been met and/or whose dues are not paid for the current year. During the month of May, notification of renewal of membership will be made via email or other electronic means (as decided by the board) to each member. Applicants approved for membership after March 31st of any year will not owe additional dues on July 1st of the same year.

SECTION 3. Election to membership: Each applicant for membership must submit an application. 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 American Kennel Club. The application shall state the name, address and occupation of the applicant, and it shall carry the endorsement of two Club members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Club following its receipt. Prospective members must be present at each of two readings before membership may be approved. At the next Club meeting, the application will be voted upon, and affirmative votes of 2/3 of the members present and voting at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

Training classes will be full price until an applicant is voted into the Club. After being voted into the Club, members must take one class at full price before the reduced rate takes effect. Special classes/seminars, where the instructor is paid by the Club, may not be eligible for a reduced rate. Special classes/seminars do not count towards the requirement for getting a reduced rate.

SECTION 4. Termination of membership: Membership may be terminated:

1. By *resignations*. 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 become incurred at the annual meeting.
2. By *lapsing*. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid thirty (30) days after the annual meeting; however, the board may grant an additional 90 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.
3. By *expulsion*. A membership may be terminated by expulsion as provided in Article VII of these bylaws.

ARTICLE III: MEETINGS AND VOTING

SECTION 1. Club meetings: Meetings of the Club shall be held in the City of Amarillo (or within the greater Amarillo area) on the second Tuesday of each month, at such hour and place as may be designated by the board of directors. Written notice of each such meeting and an agenda for said meeting along with minutes from the previous meeting shall be distributed to the entire voting membership via email or other electronic means (as decided by the board) by the Secretary at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be twenty percent (20%) of the voting 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 meetings of the board and shall be called by the Secretary upon receipt of a petition signed by five voting members of the Club who are in good standing. Such special meetings shall be held in the City of Amarillo (or within the greater Amarillo area) 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 distributed to the entire voting membership via email or other electronic means (as decided by the board) by the Secretary at least five (5) days and not more than fifteen (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 there at. The quorum for such a meeting shall be twenty percent (20%) of the members in good standing.

SECTION 3. Board meetings: Meetings of the board of directors shall be held in the City of Amarillo (or within the greater Amarillo area) on the second Tuesday of each month, following the regular Club meeting. An agenda for the meeting along with minutes from the previous meeting shall be distributed to the board members via email or other electronic means (as decided by the board) by the Secretary at least ten (10) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board. Members in good standing are welcome to listen and observe board meetings at a distance, in an area designated by the chair, in order to

not disturb or interfere with the proceedings. Non-board members have no rights with reference to the proceedings and may not interrupt the meeting. If they have business to bring before the board, they should address that to the chair prior to the meeting. The chair may then decide to call on them during the meeting to present any information or concerns. Any person who attempts to disrupt the proceedings in any manner will be excused. In the event that the board goes into Executive Session, non-board members will be excused.

SECTION 4. *Special Board meetings:* Special meetings of the board may be called by the President, or a majority of the board, and shall be called by the Secretary, after the Secretary receives notice of such meeting. Such special meetings shall be held in the City of Amarillo (or in the greater Amarillo area), at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such a meeting shall be mailed by the Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting, or via email or other electronic means (as decided by the board) may be given at least three (3) days and not more than five (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. A quorum for such a meeting shall be a majority of the board.

Section 5. *Meetings Held Electronically:* Meetings of the Board may be conducted by telephone or through the use of Internet meeting services designated by the President (a) when the President or First Vice-President has obtained written consent for this from a majority of the Board members; (b) when so directed by the Board; or (c) in the case of special meetings, when so directed by those calling the special meeting. Telephone and Internet meetings of the Board shall be subject to all rules adopted by the Board or by the Club, to govern such meetings, which may include any reasonable limitations on, and requirements for Board members' participation. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority but may not otherwise conflict with or alter any rule or decision of the Club.

Electronic Meetings shall be conducted as follows:

1. *Connection information.* The Secretary shall send by e-mail or other electronic means, to every member of the Board, at least 3 days before the meeting, the time of the meeting and the URL and codes necessary to connect to the Internet meeting service, and, as an alternative and backup to the audio connection included within the Internet service, the phone number and access code(s) the member needs to participate aurally by telephone or the phone number and access code needed to connect to the telephone conference call. The Secretary shall also include a copy of, or a link to, these rules.
2. *Call-in/Login time.* The Secretary shall schedule a telephone conference call or Internet meeting service availability, using a free service, to begin at least 15 minutes before the start of each meeting.
3. *Arrival announcements.* Members shall announce themselves at the first opportunity after joining the telephone conference call, but may not interrupt a speaker to do so, or as required to sign into the Internet meeting service and shall maintain Internet and audio access throughout the meeting whenever present.
4. *Departure announcements.* Members who leave the telephone conference call before adjournment shall announce their departure but may not interrupt a speaker to do so. If in an Internet meeting, members shall sign out upon departure before adjournment.
5. *Quorum calls.* The presence of a quorum shall be established by roll call at the beginning of the meeting and on the demand of any member. Such a demand may be made following the departure of any member or following the taking of any vote for which the announced totals add to less than a quorum.
6. *Obtaining the floor.* To seek recognition by the chair, a member shall address the chair and state his or her own name either orally, or in writing to the online area designated by the Secretary for this purpose, if the

Internet service allows for that.

7. *Motions submitted in writing during an Internet meeting.* A member intending to make a main motion, to offer an amendment, or to propose instructions to a committee, shall, before or after being recognized, post the motion in writing to the online area designated by the Secretary for this purpose, preceded by the member's name and a number corresponding to how many written motions the member has so far posted during the meeting (e.g., "SMITH 3: "; "FRANCES JONES 2: "). Use of the online area designated by the Secretary for this purpose shall be restricted to posting the text of intended motions. Members may also submit motions in writing by sending them at least 24 hours before the meeting to the Secretary, who shall send any such pre-submitted motions by e-mail or other electronic means, to all members in advance of the meeting.
8. *Display of motions in an Internet meeting.* If the Internet service allows, the Secretary shall designate an online area exclusively for the display of the immediately pending question and other relevant pending questions (such as the main motion, or the pertinent part of the main motion, when an amendment to it is immediately pending); and, to the extent feasible, the Secretary, or any assistants appointed by him or her for this purpose, shall cause such questions, or any other documents that are currently before the meeting for action or information, to be displayed therein until disposed of.
9. *Voting methods.* Votes shall be taken by the anonymous voting feature of the Internet meeting service, by electronic roll call or by audible roll call. The chair's announcement of the voting result shall include the number of members voting on each side of the question and the number, if any, who explicitly respond to acknowledge their presence without casting a vote. Business may also be conducted by unanimous consent.
10. *Technical malfunctions and requirements.* Each member is responsible for his or her connection to the telephone conference call or Internet meeting; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.
11. *Forced disconnections.* The Chair may order the Secretary to disconnect or mute a member's connection if it is causing undue interference with the telephone conference or Internet meeting. The Chair's decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting and recorded in the minutes

Section 6. *Actions of the Board Without a Meeting:* Board actions may be taken by unanimous written consent under the following conditions:

1. If an item for board action is best addressed before a board meeting, the following factors will be considered by the Board President before determining whether to ask for an action by written consent:
 - a. How soon a decision is required
 - b. Whether the decision would be better made after further discussion
 - c. and/or whether alternatives should be considered
 - d. Whether the action is a routine action that a committee can take in lieu of the board at a committee meeting
 - e. Whether a conference call meeting can be scheduled and held (either just for discussion or if a quorum is obtained, to take a vote)
 - f. Whether all directors have indicated they are unanimously in favor of the action and will be available to sign and return a written consent.
2. If after considering the above factors, the President determines it would be best to take the action by

unanimous written consent, the President may have the Secretary draft the proposed action and email it as an attachment to all board members at their respective email addresses.

- a. The action shall allow a board member to check that he or she is in favor of or opposed to the particular action.
- b. Each board member shall sign and return the written consent to the Secretary (not reply all) by email within 24 hours unless another deadline is provided in the email.
- c. Upon the Secretary's receipt and verification of all written consents approving the action, the action is duly approved. Regardless of whether the action is approved or not, the Secretary will confirm whether the action has passed or failed by email to all board members upon receipt of all the individual written consents.
- d. The Secretary will file all individual written consents with the club's minute book.
- e. The Board will ratify any action taken by unanimous written consent at the next Board meeting. The minutes of this meeting will record the ratification.

SECTION 7. *Voting:* Each Regular member in good standing whose membership requirements have been met and dues paid for the current year shall be entitled to one vote at any meeting of the Club at which he is present. Each Household membership in good standing whose membership requirements have been met and dues paid for the current year shall be entitled to a total of two votes – one per adult – at any meeting of the Club at which he is present. Proxy voting will not be permitted at any Club meeting or election. Any member under the age of eighteen (18) years shall have no voting privileges.

ARTICLE IV: DIRECTORS AND OFFICERS

SECTION 1. *Board of Directors:* The board shall be comprised of the President, Vice President, Secretary, Treasurer and five (5) other persons. Each officer shall serve for a one (1) year term each. The five other directors shall also be elected at the Club's annual meeting, with one of the five directors serving for a one (1) year term, two of the five directors serving for two (2) year terms each and two of the five directors serving for three (3) year terms each. All of the members for the board shall be elected at the Club's annual meeting in July as provided in Article V 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 with regard to both the Club and its meetings and the board and its meetings.

1. 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.
2. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
3. 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 or she shall have charge of the correspondence, notify members of special 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 carry out such other duties as are prescribed in these bylaws.
4. 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 every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer may be bonded in such amount as the board of directors shall determine.

SECTION 3. *Vacancies:* Any vacancies occurring on the board or among the offices during the year shall be filled until the next annual election 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 the Vice President shall be filled by the board.

SECTION 4. *Banking:* All checks shall require two signatures. The signatures of all four current officers shall be filed with the bank.

ARTICLE V: THE CLUB YEAR, ANNUAL MEETING, AND ELECTIONS

SECTION 1. *Club Year:* The Club's fiscal year shall begin on the first day of January and end on the last day of December. 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 the second Tuesday of each July at which officers and directors for the ensuing 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 their successor in office all properties and records relating to that office within thirty (30) days after the election.

SECTION 3. *Elections:* The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The five (5) nominated candidates for other 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 April, the board shall select a nominating committee from the Regular and Household members 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 or her duty to call a committee meeting, which shall be held on or before May 15th.

The committee shall nominate one candidate for each office and one candidate for the other positions on the board that are to be vacated, and after securing the consent of each person nominated, shall immediately report their nominations to the Secretary in writing. Candidates may be selected only from the Regular and Household members who are in good standing with the Club.

Upon receipt of the nominating committee's report, each member shall be informed before June 1st, by written notice distributed to the entire voting membership via email or other electronic means (as decided by the board), of the candidates so nominated.

Additional nominations from the Regular and Household members may be made at the June meeting by any voting 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, his proposer shall present to the Secretary a written statement from the proposed candidate signifying his or her willingness to be a candidate. No person may be a candidate for more than one position.

Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

ARTICLE VI: COMMITTEES

SECTION 1. The Board may each year appoint standing committees to advance and support the work of the

Club in events for which the Club is eligible under the rules and regulations of the American Kennel Club, trophies, annual prizes, membership, supporting member learning opportunities in growing AKC dog sports, 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 appointed 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 VII: 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 \$25.00, 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 that 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 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 recommendations 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 meeting shall then vote by secret written 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 VIII: 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 voting 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 voting members of the Club (Regular and Household) 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 distributed to the entire voting membership via email or other electronic means (as decided by the board) at least two weeks prior to the date of the meeting.

ARTICLE IX: DISSOLUTION

SECTION 1. *Dissolution:* 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 one or more charitable organizations for the benefit of dogs selected by the board of directors.

ARTICLE X: ORDER OF BUSINESS

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

- Minutes of last meeting
- Election of new members
- Report of Treasurer
- Unfinished business
- Reports of committees
- New business
- Election of officers and board (at annual meeting)
- 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:

- Minutes of last meeting
- Unfinished business
- Report of Treasurer (if different from regular meeting)
- New business
- Reports of committees
- Adjournment

ARTICLE XI: 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.

Adopted this 14th day of March 2023.

Ashley Tarrant

Secretary