

ORIOLE DOG TRAINING CLUB, INCORPORATED CONSTITUTION AND BY-LAWS

This Constitution and By-Laws of the Oriole Dog Training Club, Incorporated, supersedes all versions of the Constitution and By-Laws undated or dated earlier than October 2016. Any references to “published”, “notification”, “mailed”, or “copies of material” within this document may be met through electronic access to the information.

ARTICLE I. NAME

The name of this organization is the Oriole Dog Training Club, Incorporated. All training activities as well as all obedience and other events sanctioned by the American Kennel Club, Incorporated will be promoted under this name. All agility events sanctioned by the United States Dog Agility Association® will be promoted under the name Artful Dodgers Agility Dog Training Club. All flyball events sanctioned by the North American Flyball Association® (NAFA) will be promoted under the team name(s) officially recognized by the NAFA. All events not specifically sanctioned by an organization of which Oriole Dog Training Club, Incorporated is a member group or a licensed group will be promoted under a different name which will be approved by the governing Board of Directors.

ARTICLE II. PURPOSE AND OBJECTIVES

The purpose of this nonprofit organization shall be to promote the utility of dogs as well behaved and reliable companions for their own safety and well being, for the pleasure of their owners, and so they will be considered good canine citizens of the community. The objectives are: (1) to conduct organized and regularly scheduled training classes; (2) to advance obedience and any other events under the American Kennel Club's regulations and standards; (3) to advance dog sports and trials as may be approved by the Board of Directors (5) to demonstrate such training to worthy causes; and (6) to promote good fellowship among its members.

ARTICLE III. MEMBERSHIP

Section 1. Classes of Membership

The club recognizes six classes of membership. These are:

- (1) Training Member
- (2) Contributing Member
- (3) Honorary Member
- (4) Lifetime Member
- (5) Non-training Member
- (6) Provisional Member

Section 2. Eligibility

(1) Member - The eligibility of a prospective member will be considered on the basis of the applicant's commitment to and desire to work on club activities. Members must be at least 16 years old.

Members, contributing members, lifetime members, and household members, are eligible to vote and hold office. They are required to pay dues as well as activity fees for those club activities in which they participate. Membership will be renewed annually upon payment of the dues in conformance with Article VII, Section 1. Membership in the Club is a privilege and not a right, and such privilege may be revoked by disciplinary action as provided in Article VIII.

(2) Household Members – Household members are members living within the same domicile. Each member of the household needs to have applied for provisional membership individually. Household members pay a membership fee that is less than the sum of the individual members dues

(3) Contributing Member – Contributing members are persons who in the determination of the Board of Directors has or are making significant contributions to the operations of the club. They are required to pay dues, and are eligible to vote and hold office.

(4) Honorary Member - Honorary members are persons who are elected by a unanimous vote of the Board of Directors in appreciation for a service that they have provided to the club. Such members shall be exempt from payment of dues and activity fees but shall not be eligible to vote or hold office. Term of honorary membership is one year.

(5) Lifetime Member - Lifetime members are persons who are recommended by the Board of Directors to the General Membership. Such persons are then elected to this status for life by 2/3's of the members present and voting at a regular meeting. These members are eligible to vote and hold office, but are exempted from paying dues or activity fees.

Section 3. Application for Membership.

Each applicant for membership shall apply on a form approved by the Board of Directors. In submitting an application the applicant agrees to abide by the purpose and objectives of the Club and its Constitution and By-Laws. This application shall be accepted and approved on a provisional basis by the Membership Secretary. Notification of provisional acceptance shall be published.

Section 4. Admission to Membership.

After the requirements for membership have been met, the Membership Secretary shall present the provisional member's application to the Board of Directors for approval. A majority vote of the Board is required to admit a provisional member to member status. Rejected applicants will be notified by the Membership Secretary and advised that they may not reapply for membership again that year.

Section 5. Acknowledgment of Membership.

Each applicant who has been duly admitted shall be given access to the Constitution and Bylaws and the current membership roster. Notification of their admission to membership shall be published.

Section 6. Membership Communications.

All members have access to the members section of the club website.

ARTICLE IV. MEETINGS

Section 1. General Membership Meetings.

There shall be at least four general membership meetings per calendar year. At least one meeting shall be called each calendar quarter (Jan-Mar, Apr-Jun, Jul-Sept, Oct-Dec). The Annual Meeting shall be counted as one of the required quarterly meetings.

- (1) Notices. Members shall be notified of general meetings.
- (2) Convocation. Meetings may be called by the President, the Board of Directors, or written petition submitted to the Secretary by five (5) percent of the voting members of the Club.
- (3) Order of Business. The order of business shall be:
 - Call to Order
 - Roll Call
 - Reading of Minutes
 - Report of the Treasurer
 - Reports of the Training Directors
 - Reports of Standing Committees
 - President's Announcements
 - Ad Hoc Committee Reports
 - Old Business
 - New Business
 - Adjournment

The Order of Business may be altered or suspended at any meeting by a majority vote.

(4) Procedures

Voting. Any member in good standing shall be entitled to vote on any issue before the club. Proxy votes will be accepted for a previously announced and/or published motion, excepting motions of censure, probation, suspension, or expulsion.

Section 2. Annual Meeting and Election.

The Annual Meeting and Election of Officers and Board of Directors for the following year shall be held in January of each year.

- (1) Notices. Members shall be notified of the Annual meeting at least fifteen (15) days prior to the scheduled meeting date. The notice shall include the name and any submitted qualifications of declared candidates
- (2) Convocation. The date, time, and location of the meeting shall be set by the Board of Directors.
- (3) Order of Business. The order of business shall be:
 - Call to Order
 - Roll Call
 - Reading of Minutes
 - Annual Report of the Treasurer
 - Annual Reports of the Training Directors
 - Annual Reports of Standing Committees
 - Summary Address by the Outgoing President,
statement of accomplishments and future direction
 - Election
 - Old Business
 - Report of the Election Chair
 - Transfer of Office, Remarks by the Incoming President
 - New Business
 - Adjournment
- (4) Procedure. Rules governing a quorum and voting shall be as defined under Section 1 - General Membership Meetings.

Section 3. Special Membership Meetings.

In addition to those meetings required to conduct the affairs of the Club, special meetings may be needed to address specific items of concern or items in which time is of the essence.

- (1) Notices. Notice of special meetings shall be mailed to the membership at least fifteen (15) days prior to the scheduled meeting date. The notices shall contain the agenda items to be discussed.
- (2) Convocation. Meetings may be called by the President, the Board of Directors, or written petition of five (5) percent of the voting members of the Club. The request shall include the motion or define the action to be discussed.
- (3) Order of Business. The order of business shall be:
 - Call to Order
 - Roll Call
 - Reading of Minutes
 - Discussion and voting of those items defined in the Meeting Notice
 - Adjournment
- (4) Procedure. Business shall be restricted to the motion on the floor; or, if no motion has been made to the item or action under consideration as published in the meeting notice. Rules governing voting, including proxy voting, shall be as defined under Section 1 - General Membership Meetings.

Section 4. Meetings of the Board of Directors.

The Board of Directors shall meet at such frequency as deemed necessary to oversee the affairs of the Club.

- (1) Notices. The Board may set a time and place for regularly scheduled meetings. Board members should receive a written reminder of the next regularly scheduled meeting. This information will also be recorded in the minutes, which shall be mailed to the Board members prior to the next meeting. Dates of regularly scheduled meetings shall be published on the club website . Notice of cancellation of any regularly scheduled meeting may be provided by mail, telephone or in person. Five (5) days advance written notice of any special meeting shall be mailed to the Board members. Written notice shall not be required for emergency meetings except in the case of a formal disciplinary hearing.
- (2) Convocation. The Board of Directors shall meet at the call of the President or at the request of three (3) members of the Board.
- (3) Order of Business. The order of business shall be:
 - Call to Order
 - Reading of Minutes
 - Report of the Treasurer
 - Reports of the Training Directors
 - Reports of Standing Committees
 - President's Announcements
 - Ad Hoc Committee Reports
 - Old Business
 - New Business
 - Set Next Meeting
 - Adjournment
- (4) Quorum. Six (6) members of the Board of Directors shall constitute a quorum for the transaction of the business of the Club.
- (5) Attendance. Members of the Board of Directors are expected to attend all Board meetings as well as annual and general or special meetings of the Club. Any member in good standing may attend Board meetings, but may address any issue only if they have been recognized by the Chair. The Board may declare a meeting to be a closed session if there is a disciplinary matter to be considered. The Board may declare a portion of any meeting to be "closed" by majority vote, and excuse any members present from that portion. The Board may also excuse any member for disruptive or unruly behavior.
- (6) Records. The minutes of Board meetings shall be available for examination by the membership. The Board, upon specific motion, may seal the minutes in portion or entirely, if there is a disciplinary or other sensitive matter. The minutes of a formal disciplinary hearing may be examined only by Board members and the parties directly involved. However, in the event of an appeal to the general membership, those minutes may be offered as documentation of the facts and testimony heretofore presented.

ARTICLE V. GOVERNANCE

Section 1. Board of Directors.

The Board shall consist of the Officers and the Directors.

The Officers of the Club shall be:

- President
- Vice-President
- Secretary
- Treasurer

The Directors shall be:

- Obedience Training Director
- Tracking Training Director
- Agility Training Director
- Other Activities Training Director
- Membership Director
- Communications Director

There shall be one (1) At Large Directors.

Section 2. Responsibilities of the Board of Directors.

The Board of Directors shall have general charge of the affairs, funds and property of the Club, and it shall carry out the objectives and purposes thereof in accordance with the policies and directions of the membership.

Section 3. Qualifications.

Members of the Board must be members in good standing, and able to carry out the functions of their office.

Section 4. Election.

Members of the Board of Directors shall be elected at the Annual Meeting, as specified in Article VI of these bylaws.

Section 5. Terms of members of the Board of Directors.

The Officers and Training Directors of the Club shall serve for one year. The At Large Director shall serve for two years. Terms of all members shall start at the end of the annual meeting in which they were elected.

Section 6. Duties of the Members of the Board.

- (1) President. The President shall preside at all regular and special meetings of the Club or of the Board of Directors, and give such supervision to the Club as may be necessary to effect its purpose and objectives under the Constitution and By-Laws and as may be directed by the Board and the Membership. The President shall appoint Committee Chairs with the advice and subject to the approval of the Board of Directors.
- (2) Vice-President. The Vice-President shall have such duties as may be assigned by the President or the Board and shall carry out the duties of the President when the President is unable to carry out those duties.
- (3) Secretary. The Secretary shall keep a complete set of minutes of every meeting of the Club or of the Board of Directors and a record of all matters which shall be so ordered. The Secretary shall also attend to all correspondence, issue all notices, and have custody of the files and documents of the Club.
- (4) Treasurer. The Treasurer shall:
 - (a) Receive and disburse all funds of the Club in accordance with the policies of the Board of Directors and the By-Laws.
 - (b) Ensure that all receipts are deposited in an account in the name of the Club in a bank approved by the Board of Directors.
 - (c) Maintain the books of the Club and make them available for review and independent inspection as directed by the Board.
 - (d) Report at each regular Board meeting and General Membership meeting the current financial status of the Club and any significant receipts and disbursements since the last report. Make available for review recent bank statements of all accounts of the club.
 - (e) At the next Board and General Membership meeting after the end of the fiscal year, render an account of all receipts and disbursements for the prior year.
 - (f) File all tax returns in a timely manner.
- (5) Training Directors. The four Training Directors -- Obedience, Tracking, Agility, and Other Activities -- shall define and coordinate the training programs and methods in each respective domain, in

accordance with the policies established by the Board of Directors, and shall, with the advice and consent of the Board, schedule new classes or changes in schedules or activities whenever deemed necessary and/or advisable. Training Directors may appoint from the membership of the Club such assistants as may be required. Training Directors shall conduct and actively participate in the training programs, instructions, and demonstrations of the Club. Training Directors shall work with the Registrar Committee and Communications Director to see that non-member classes and events are advertised and that applicants are assigned to classes.

- (6) Membership Director. The Membership Director shall define and coordinate the membership program in accordance with the policies established by the Board of Directors, and shall, with the advice and consent of the Board, define member requirements and contributing member positions and track compliance. The Membership Director may appoint from the membership of the Club such assistants as may be required. The Membership Director shall actively participate in activities of the Club.
- (7) Communications Director. The Communications Director shall define and coordinate the communication program in accordance with the policies established by the Board of Directors, and shall, with the advice and consent of the Board, manage and coordinate both internal communications (e.g. email notifications, newsletter, website) and outreach/community communications (e.g. brochures, flyers, demonstrations, etc.) The Communications Director may appoint from the membership of the Club such assistants as may be required. The Communications Director shall actively participate in communication and activities of the Club.
- (8) At Large Director. The At Large Director shall assist in the affairs of the club and participate actively in both leadership and chairing and management of committee functions as assigned by the President and approved by the Board of Directors. Their role will also be to represent the general membership.

Section 7. Resignation.

Any member of the Board who is unable to fulfill the responsibilities of the position for the full term of office shall submit a written resignation to the Secretary or be subject to the removal procedure in section 8.

Section 8. Removal Procedure.

A Board member may be removed from office for failure to carry out the duties of the office or to maintain good standing. Failure to maintain good standing shall include, but not be limited to, unexplained absences from three consecutive Board meetings.

After a hearing by the Board in which the Board Member shall have been given the opportunity to respond to the charges of failure to carry out the duties of the office or to maintain good standing, the Board may, by a 2/3 majority vote, declare the position vacant.

Section 9. Vacancies.

When a vacancy occurs through either resignation or removal, the Board, by a majority vote, shall appoint a successor to serve until the next regular membership meeting. Such appointment should be published as soon as possible. At the next regular membership meeting the membership shall, by a special election, either confirm this appointment or elect another person.

Section 10. Committees.

The President, with the approval of the Board, shall appoint committees as required to carry out the activities of the club. The following standing committees shall be chaired as indicated:

Obedience Trials	A member in good standing
Tracking Trial	A member in good standing
Agility Trials	A member in good standing
Newsletter	A member in good standing
Registration	A member in good standing
Nominating	Any non-board member
Discipline	Any non-board member
Membership	A member in good standing
Facilities	A member in good standing

Equipment

A member in good standing

Committees shall function within the limits established by and under the overall supervision of the Board of Directors. No Committee member shall make any expenditure of funds nor any other kind of commitment of the club without the prior approval of the Board.

ARTICLE VI. ELECTION PROCESS

Section 1. Elections.

The election of club officers shall be held at the Annual Meeting.

Section 2. The Nominating Committee.

At least three months prior to the Annual Meeting, the Board of Directors shall appoint three (3) members of the Club to serve as the Nominating Committee. This committee shall designate one member as Chairman. Notice that the Nominating Committee is considering nominations shall be mailed to the members so that members may inform the committee of their interest in being nominated or their recommendations for consideration. The committee shall meet among themselves and nominate at least one (1) member in good standing for each position on the Board of Directors open for election. Members of this committee shall not nominate themselves for an office. The Nominating Committee shall confirm the willingness of each nominee to serve in the office for which they were nominated.

At two (2) months prior to the election, the Nominating Committee will publish the list of positions up for election and any nominees known at that time. The deadline for additional nominations must be announced at the same time.

Section 3. Additional Nominations.

Nominations for any office may be made by a member from the floor at any Board or general membership meeting or in writing to the Nominations Committee. The Nominating Committee shall confirm the willingness of each nominee to serve in the office for which they were nominated. Members may nominate themselves. Nominations shall close four weeks prior to the Annual Meeting.

Section 4. The Ballot.

After the deadline for additional nominations has passed, the Nominating Committee shall construct a ballot consisting of the final list of nominees.

(1) If there is only a single nominee for all positions, they will be elected to the Board of Directors by acclamation at the annual meeting.

(2) In the event there are multiple nominees for any position, a ballot shall be distributed to all voting members in good standing no later than two weeks before the annual election of officers.

(a) If paper ballots are used they should be constructed according to the following procedure:

(i) The Nominating Committee shall prepare a ballot and instructions for voting. The instructions must specify that members use a two-envelope system where the inner envelope contains the marked ballot and is blank outside. This blank envelope is placed in a recording envelope with the note "Ballot" on the lower left corner and the member's names on the exterior

(ii) Ballots sealed in recording envelopes may then be mailed to the club Secretary, placed in a ballot box set up at the training facility or membership meeting, or brought to the Annual Meeting. Ballots not in recording envelopes will not be accepted.

(b) If members elect to vote electronically, the mechanism specified by the Board of Directors will be used.

Section 5. Counting the Ballot.

- (1) For paper voting, all ballots must be received prior to the announcement by the President of the club at the Annual Meeting that the ballots are closed. The President then designates a three (3)-person committee (none of whom are candidates for office nor members of the Nominating Committee) as tellers to count the ballot at the meeting. A copy of the current membership list will be used to record that a member has cast a single vote as his/her recording envelope is opened and his/her ballot removed and counted. The results of the ballot count shall be announced prior to the end of the Annual Meeting.
- (2) If electronic voting is used, it will follow the procedure determined by the Board of Directors and described in the club Policy Manual.

Section 6. Ties.

If there is a tie for any office, the tellers shall announce there is a tie. Blank ballots shall be passed out to all voting members in good standing present at the Annual Meeting. The list of candidates for the tied position shall be announced and each voting member asked to write one candidate's name on the ballot. These ballots will then be collected and counted by the tellers. The candidate with the most votes will be announced as the winner.

Section 7. Transition of Responsibilities.

All members elected to office shall assume their responsibilities at the end of the Annual Meeting.

ARTICLE VII. FISCAL MATTERS

Section 1. Dues.

Dues for each category of membership shall be recommended by the Board and adopted by the membership in the Annual Meeting. The Chairperson of the Membership Committee shall notify the members of the current amounts due and the deadline for payment. All dues shall be payable by the date recommended by the Board of Directors and approved by the membership in a Membership Meeting. If a member's dues are not paid within two months of the date on which they are due, the member shall no longer be in good standing. If the dues remain unpaid for four months after the date on which they are due, the member shall be stricken from the membership list.

Section 2. Training Fees

Training Fees will be assessed based on the recommendations by the Board of Directors and approved by the membership at a Membership Meeting.

Section 3. Budget.

The Treasurer shall prepare for the next budget year an Annual Budget of estimated receipts and expenditures for all programs of all committees and the Board. The requests for funds from each committee chair shall be submitted to the Treasurer on or before the dates requested and they shall serve as the basis for the Treasurer's recommended budgets. The budget shall be amended as necessary for approval by the Board and it shall be recommended by the Board to the membership for adoption at the Annual Meeting by a majority of those members present and voting.

Section 4. Authorized Expenditures.

No expenditures for any activities of the club shall be made prior to their being authorized. Amounts appropriated in the annual budget may be expended by each committee for the purpose for which they were appropriated without further approval by the Board or membership. The Treasurer shall write checks as requested by the Committee chair and shall promptly receive all invoices, receipts and other financial documents relating to any committee's expenditures as the Treasurer may deem necessary to the keeping of accurate records. For any expenditure not included in the approved budget, 1) expenditure of unbudgeted amounts up to \$900 may be authorized at any Board meeting by an affirmative vote of a majority of the Board members present and voting, 2) expenditure of unbudgeted amounts from \$900 up to \$1300 may be authorized at any Board meeting by an affirmative vote of at least five (5) of the Board members, and 3) expenditure of unbudgeted amounts over \$1300 shall be presented to the membership for approval by an affirmative vote of a majority of the members present and voting. In an emergency the board may approve, by affirmative electronic votes of at least six (6) members, those expenditures necessary to protect the

assets and integrity of the club until the total amounts required can be approved by the procedures stated above.

Section 5. Receipt of moneys.

Any moneys received by any member or committee in the name of the club shall promptly be deposited to the accounts of the club.

Section 6. Budget Year.

The Budget year of the club shall be set by the Board. The fiscal year for tax and state and federal reporting shall be the calendar year.

Section 7. Accounting and Audits.

The accounts of the club shall be kept by the Treasurer. They shall be reviewed within 90 days after the close of the fiscal year by a qualified individual, other than the Treasurer, appointed by the President with the approval of the Board.

Section 8. Examination of Records.

The membership shall be entitled to raise questions about and to examine the books and accounts of the club at times and places reasonably convenient for the Treasurer. Except for the reviewer appointed by the President and other legally entitled entities, non-members shall not be given access to the club's records.

ARTICLE VIII. DISCIPLINE

Section 1. Grounds.

Grounds for discipline shall be actions by a member which are prejudicial to the purposes and interests of the club.

Section 2. Charges.

Charges may be brought by any member in good standing. They must be written, stating the specific actions, the consequences to the club of those actions and the names of witnesses who can confirm or refute the facts stated. The written statement shall be delivered to the Committee on Discipline. The Committee 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 committee considered that the charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse jurisdiction. Upon appeal, the Board by majority vote can direct the Committee to entertain jurisdiction. If the Committee entertains jurisdiction, a copy of the charges shall be delivered directly by a Committee Member or through certified mail to the member charged.

Section 3. Hearing.

A hearing shall be held by the Committee within 30 days of receipt of the written charges. The person charged shall be provided with an opportunity to challenge all statements and to present supporting witnesses. Only committee members, The Club Secretary, the member charged and witnesses shall attend. The proceedings shall be kept confidential by all participants. An accurate recording of the minutes shall promptly be made available to the Committee.

Section 4. Committee Recommendation.

One of the following actions shall be recommended by the committee:

- (1) A finding that the charges are insufficient or unfounded.
- (2) A written reprimand of censure by the Board.
- (3) Probation for a specified period.
- (4) Suspension from membership privileges and loss of good standing for a specified period.
- (5) Expulsion from membership.

No other punishments shall be invoked. The committee shall consider all of the facts presented and report their recommendation for disposition to the Board in writing within 15 days of the hearing. A copy of their

report shall be delivered directly by a Committee Member or through registered mail to the member charged.

Section 5. Board Action.

The Board shall convene a Special Board Meeting for acting on the Committee's recommendation. This may be held during a recess of a regular Board meeting or at any other time the President determines, provided that the meeting is held within 30 days after the Committee meeting. The meeting shall be closed to all non-Board members except those specifically invited to attend. The Committee on Discipline and the person charged shall be invited. The Board shall vote at that meeting on the disposition of the charges and announce the decision at the next membership meeting.

Section 6. Appeals.

At the next regular membership meeting, the member charged shall have the privilege of appealing to the membership the Board's decision to expel the member. No other actions shall be subject to appeal. A 2/3 majority of the members in good standing present at the meeting shall be required to overturn the decision of the Board.

ARTICLE IX. AMENDMENTS

Section 1. Proposal.

Amendments to the Bylaws may be proposed by a 2/3 majority vote of the Board or a letter to the Board signed by at least 10% of the members in good standing.

Section 2. Notification required.

The proposed amendment shall be mailed to the membership at least 30 days prior to the meeting at which it will be acted upon.

Section 3. Enactment.

The amendment shall become effective immediately upon receiving an affirmative vote of 2/3 of the members in good standing present at the meeting or on the date specified in the motion to amend.

ARTICLE X. DISSOLUTION

Section 1. Proposal to Dissolve.

Dissolution may be proposed by a 2/3 majority vote of the Board or by a letter to the Board signed by at least 10% of the members in good standing. The proposal shall state the effective date of dissolution and recommendations for the disposition of assets. Notice of the proposal to dissolve shall be mailed to all members at least 30 days prior to the meeting at which the vote to dissolve will be taken.

Section 2. Vote.

A proposal to dissolve shall require an affirmative vote of 3/4 of the members in good standing. Signed proxies received prior to the vote shall be counted. The motion to dissolve shall specify how equipment and facilities shall be disposed of and the charities to be recipient of any remaining funds.

Section 3. Implementation of Dissolution.

When the dissolution becomes effective the Treasurer shall pay all outstanding debts and attempt to collect any moneys due the club. The Secretary shall file any notices required by law with the appropriate agencies. Equipment and facilities shall be disposed of by the Board in conformance with the instructions of the membership. Any funds remaining shall be disbursed to charities in accordance with the instructions of the membership. No assets or funds shall inure to the benefit of any member. This does not preclude a member from purchasing equipment at a fair price as determined by the Board.

ARTICLE XI. PARLIMENTARY AUTHORITY

Section 1. Robert's Rules of Order.

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.