

## OTTERHOUND CLUB OF AMERICA CONSTITUTION

- Section 1. The name of the Club shall be: The Otterhound Club of America
- Section 2. The objects of this Club shall be:
- (a). to encourage and promote quality in the breeding of pure-bred Otterhounds and to do all possible to bring their natural qualities to perfection.
  - (b) to encourage the organization of independent local specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club.
  - (c) to urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Otterhounds shall be judged.
  - (d) to do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, obedience trials, and tracking tests under the rules and regulations of the American Kennel Club.
  - (e) to conduct sanctioned matches, specialty shows, obedience trials and tracking tests under the rules and regulations of the American Kennel Club.
- Section 3 The club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the club shall inure to the benefit of any member or individual.
- Section 4 The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

## OTTERHOUND CLUB OF AMERICA BYLAWS

### ARTICLE I - MEMBERSHIP

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

Regular-Enjoys all club privileges including the right to vote and hold office.

Couple - Enjoys all club privileges including the right to vote and hold office. Each person over 18 years of age is entitled to a vote.

Foreign – For non-US residents. Enjoys all club privileges except voting and office holding.

Honorary – Pay no dues, and are not eligible to vote or hold office. However, such members can maintain regular (household) membership if they pay their dues.

**Junior-** Open to persons 10-17 years of age. Junior members can not vote or hold office and may automatically convert to regular membership upon reaching their 18<sup>th</sup> birthday.

**Section 2.** Dues Dues are payable on or before the 1<sup>st</sup> day of June each year. No member may vote whose dues are not paid for the current year. During the month of April, the Treasurer shall send each member a statement of dues payable for the ensuing year. Membership dues shall be decided by the by the Board of Directors; but they may not be raised or lowered by more than 25% in any one fiscal year.

**Section 3.** Election to membership Each applicant for regular membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by this Constitution and by-laws 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 members who are in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year. Applicants may be elected by secret ballot at any meeting of the Board of Directors or by secret vote of the directors by mail. Affirmative vote of 2/3 of the directors present at a meeting of the board or of 2/3 of the entire board voting by mail shall be required to elect an applicant.

An application which has received a negative vote by the board may be presented by one of the applicant's endorsers at the next annual meeting of the club, and the club may elect such applicant by favorable vote of 75% of the members present.

Applicants for membership who have been rejected by the club may not reapply within 12 months after such rejection.

**Section 4** Termination of Membership Membership may be terminated:

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

(B) By lapsing. A membership will be considered lapsed and automatically terminated if the member's dues remain unpaid ninety (90) days after the first day of the fiscal year; however, the board may grant an additional ninety (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.

(C) By expulsion. A membership may be terminated by expulsion as provide in Article VI of these by-laws.

## ARTICLE II - MEETINGS

**Section 1** Annual Meeting The annual meeting of the club shall be held in conjunction with the club Specialty Show. The Specialty show shall be held in September, October, or November. Written notice of the annual meeting shall be mailed by the Secretary to each member at least 30 days prior to the date of the meeting. The quorum for the annual meeting shall be ten percent (10%) of the regular members in good standing.

**Section 2** Special Club Meetings Special Club meeting may be called by the President or by a majority vote of the members of the board who are present at a meeting of the board or who vote by mail, and shall be called by the Secretary upon receipt of a petition signed by ten percent (10%) of the members of the club who are in good standing. Such a meeting shall be held at a place, date and hour as may be designated by the board of directors. Written notice of such a meeting shall be mailed by the Secretary at least twenty-one (21) days and not more than thirty (30) days prior to the meeting. The notice of such meeting shall state the purpose of the meeting and no other club business shall be transacted. The quorum for such a meeting shall be ten percent (10%) of the regular members in good standing.

**Section 3** Board Meetings The first meeting of the newly elected board shall be held in the month of June. Other meetings of the board shall be held at such times and places as are designated by the President or by a majority vote of the entire board. Written notice of such other meeting shall be mailed by the Secretary to each member of the board of directors at least twenty-one (21) days prior to the date of the meeting. The quorum for a board meeting shall be a majority of the board voting in person or by mail. In the case of mail ballots, replies to the Secretary must be postmarked no less than thirty (30) days after the date of the Secretary's mailing.

**Section 4** Board Business The Board of Directors may also conduct business by telephone conference call, mail, and fax through the Secretary provided it does not conflict with any other provision of these by-laws. Items voted upon by telephone conference call, mail and fax must be confirmed in writing within seven days.

## ARTICLE III - DIRECTORS AND OFFICERS

**Section 1** Board of Directors The Board of Directors shall be composed of a President, Vice-President, Secretary, Treasurer, and four members, and the Immediate Past President to remain on as a voting member of the Board, all of whom shall be members in good standing who are residents of the United States. They

shall be elected for one (1) year terms as provided in Article IV, and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

**Section 2 Officers** The Club's officers, consisting of the President, Vice-President, Secretary, and Treasurer shall serve in their respective capacities both with respect to the Club and its meetings.

(A) The President shall preside at all meetings of the Club and the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these by-laws.

(B) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

(C) The Secretary shall keep a record of all meetings and activities of the Club and the Board and shall keep all of the Club's records and archives and any other historical material. The Secretary shall have charge of correspondence, notify new members of their election to membership, notify members of meetings, keep a record of votes taken by mail, notify Officers and Directors of their election to office, keep a roll of the members of the Club and their addresses, and carry out other such duties as are prescribed by these by-laws.

(D) The Treasurer shall collect and receive all monies due or belonging to the Club and deposit same in a bank approved by the Board in the name of the Club. His/Her books shall be open at all times to the inspection of the Board, and he/she shall report to them at every meeting the condition of the Club's finances and every item or receipt of 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. The Treasurer shall be bonded in such amount as the Board shall determine.

(E) AKC Delegate: The Delegate to the American Kennel Club shall be appointed every two years by the Board of Directors. The American Kennel Club Delegate shall function to provide a forum for discussion of topics of concern between the Board of Directors, Club members and AKC as well as to promote better communication of and greater access to the proceedings of the Board. The Delegate will attend at least one American Kennel Club Delegate meeting each year of his/her term.

(1). Qualifications of the Delegate: The delegate shall be a Club member in good standing who shall serve for two years (that is, from the end of one Fiscal Year to the end of the second following Fiscal Year). The Delegate may, but need not be an Officer or a member of the Board.

(2) Participation in the proceedings of the Board shall be as a non-voting member. The Delegate will receive all Board resolutions and correspondence relating to subjects of mutual concern and the right to present recommendations and opinions on such matters for Board consideration. The delegate shall not have the right to introduce or make motions before the Board. Meetings of the Board shall be open to the delegate.

**Section 3 Vacancies** Any vacancies occurring in the Board or among the Officers during the year shall be filled until the annual election by a majority vote of all members of the Board; except that a vacancy in the office of the President shall be filled automatically by the Vice President, and the resulting vacancy of the Vice-President shall be filled by the Board.

#### **ARTICLE IV - THE CLUB YEAR, VOTING, NOMINATIONS, ELECTIONS**

**Section 1 The Club Year** The Club's fiscal year shall begin on the first day of June and end on the 31<sup>st</sup> day of May. The elected officers and directors shall take office at the beginning of the fiscal year. Each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within thirty (30) days of the start of the new year.

**Section 2 Voting** At the annual meeting or at a special meeting of the Club, voting shall be limited to those regular members in good standing who are present at the meeting, except for the annual election of officers and directors, and amendments to the Constitution and By-laws, and the standard for breed which shall be decided by written ballot and cast by mail. Voting by Proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for the decision of the members by written ballot cast by mail.

**Section 3 Annual Election** The election of Officers and Directors shall be conducted by ballot. Ballots to be valid must be received by the Secretary before the fifteenth (15<sup>th</sup>) of May. Ballots shall be counted by the by the Secretary. The person receiving the largest number of votes for each position shall be declared elected. If any nominee 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 in Article III, Section 3.

**Section 4 Nominations and Ballots** No person may be a candidate in a Club election who has not been nominated in accordance with these by-laws. A Nominating Committee shall be chosen by the Board of Directors before February 1<sup>st</sup>. The committee shall consist of three (3) members and two (2) alternates, all members in good standing, not more than one (1) of whom may be a member of the current Board of Directors. The Board shall name a chairperson for the committee. The nominating committee may conduct its business by mail.

(A) The nominating committee shall nominate from among the eligible members of the club one (1) candidate for each office and for each position on the board of Directors and shall procure the written acceptance of each nominee so chosen. The nominating committee shall notify the Secretary in writing of their selections on or before February 15<sup>th</sup> and the slate shall be mailed by the Secretary to each member on or before March 1<sup>st</sup> so that additional nominations may be made by the members if they so desire. The nominating committee should consider the geographical representation of the membership on the board to the extent that it is practical to do so. No member of the nominating committee, except the existing Board member, can be nominated by the committee to run for office or board.

(B) Additional nominations of eligible members may be made by written petition addressed to the Secretary and received at his/her regular address on or before April 1<sup>st</sup>, signed by five (5) members and accompanied by the written acceptance of each such additional nominees signifying his/her willingness to be a candidate. No person shall be a candidate for more than one (1) position. The additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination from the nominating committee.

(C) If no valid additional nominations are received by the Secretary on or before April 1<sup>st</sup>, the nominating committee's slate shall be declared elected on May 15<sup>th</sup> and no balloting will be required.

(D) If one or more valid additional nominations are received by the Secretary on or before April 1<sup>st</sup>, he/she shall, on or before April 15<sup>th</sup>, mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the states in which they reside, together with a blank envelope and a return envelope addressed to the Secretary marked "Ballot" and bearing the name of the members to whom it was sent. So that the ballots may remain secret, each voter, after marking his/her ballot, shall seal it in the blank envelope which in turn will be placed in the envelope addressed to the Secretary. All ballots returned must be postmarked on or before May 15<sup>th</sup>. The Secretary and a second election inspector appointed by the Board (who shall not be a member of the Board nor a candidate for office) shall check to returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting which shall be announced by mail.

(E) Nominations shall be made only in the manner provided above.

## ARTICLE V - COMMITTEES

**Section 1** The Board may each year appoint standing committees to advance the work of the Club in matters such as dog shows, field trials, obedience trials, trophies, annual prizes, membership, and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board of Directors. Special committees may also be appointed by the Board to aid in particular projects.

**Section 2** Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointees; and the Board may appoint successors to those persons whose service has been terminated.

**Section 3** Any Committee or person appointed to a particular project is limited to spending the sum of \$100.00 without the majority approval in writing from the Board of Directors for any amounts in excess of \$100.00. The Rescue Committee is limited to spending, without majority approval in writing for any amounts in excess of \$250.00 per hound.

## 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 or the Breed. Written charges with specifications must be filed in duplicate with the Secretary.

The Secretary shall promptly send a copy of the charges to each member of the Board of present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute misconduct prejudicial to the best interests of the Club or the Breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or Breed, it may refuse to entertain jurisdiction. If the Board chooses to entertain jurisdiction of the charges it shall fix a date of a hearing by the Board or a committee of not less than three (3) members of the Board not less than three (3) weeks not more than six (6) weeks thereafter. The Secretary shall promptly send one (1) 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/her own defense and bring witnesses if he/she wishes.

**Section 3** BOARD HEARING The Board or committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant must be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Board may by a majority vote of those present reprimand (A written reprimand directed exclusively to the member may be somewhat detailed but an official (published) reprimand should only indicate that subsequent to a board hearing "...member (X) was officially reprimanded as a result of charges filed by member (Y).") or suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing, or until the next annual meeting if that will occur after six (6) months. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such a 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 recommendation of the Board or committee. Immediately after the Board or committee 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 decision and penalty, if any.

**Section 4** EXPULSION Expulsion of a member from the Club may be accomplished only at the annual meeting of the Club following a hearing and upon recommendation of the Board or committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his/her own behalf though no new evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf. The membership shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

## ARTICLE VII - AMENDMENTS

**Section 1** Amendments to the constitution and by-laws and to the standard of the breed may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent (20%) of the members in good standing. Amendments proposed by such petitions 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 (3) months of the date when the petition was received by the Secretary.

**Section 2** The constitution and bylaws (or the standard for the breed) may be amended at any time, provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing on the

date of the mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual-envelope procedures described in Article IV, Section 4 (d) shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date postmarked, by which date the ballots must be returned to the Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

**Section 3** No amendment to the constitution and bylaws (or to the standard for the breed) that is adopted by the club shall become effective until it has been approved by the Board of Directors of 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 2/3 of the members. In the event of the dissolution of the club, other than for the purpose of reorganization, whether voluntary or involuntary, or by operation of the law, none of the property of the club shall be distributed to any member of the club, but after payment of debts of the club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

#### **ARTICLE IX - ORDER OF BUSINESS**

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

- Roll Call
- Minutes of the Last Meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of Committees
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

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

- Minutes of the Last Meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of Committees
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

#### **ARTICLE X - PARLIMENTARY 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.