

American Eskimo Dog Club of America, Inc. Bylaws 2008



PREAMBLE

~~We, the Fanciers of the Breed of the American Eskimo Dog, in order to promote the quality breeding, competition, protection, and benefit of purebred American Eskimo dogs; to hold annual conformation shows, to sponsor obedience, agility, rally, herding and other performance events when authorized by AKC; to promote the Standard of the American Eskimo Breed, and for these purposes to establish an efficient and ethical not for profit corporate structure pursuant to applicable provisions of law, sound management and financial practices, and principles of faithful stewardship; do hereby ordain and establish these Bylaws of the American Eskimo Dog Club of America, Inc.~~

Reason for deletion: The AKC Bylaws template does not provide for a Preamble.

ARTICLE I. NAME, LOGO, AND CORPORATE SEAL

The name of this organization shall be the *American Eskimo Dog Club of America* herein referred to as "AEDCA." ~~The AEDCA shall be registered with the Secretary of State for the State of Oklahoma as a domestic not for profit corporation under file #2100441669, and as such shall be governed by applicable provisions of 18 O.S. §§1001 et seq., the Oklahoma General Corporation Act, or corresponding provisions of any future law.~~ AEDCA shall be a member club of the *American Kennel Club, Inc.* herein referred to as "AKC."

NOTE: The AKC requires that the references to Oklahoma law except in the revised Constitution (right side) be deleted. The remainder of this Article may be found in Section 1 of the proposed revised Bylaws.

**American Eskimo Dog Club of America, Inc.
Constitution and Bylaws
2022 Revision**



CONSTITUTION

These Bylaws are subject to and governed by the State of Oklahoma as a domestic not for profit corporation under file #2100441669, and as such shall be governed by applicable provisions of 18 O.S. §§1001 et seq., the Oklahoma General Corporation Act, or corresponding provisions of any future law Laws and the Articles of Incorporation of the American Eskimo Dog Club of America. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Oklahoma State Corporation Act Laws, the Oklahoma State Corporation Act will be controlling.

NOTE: The references to Oklahoma law, above, are the only references needed for this document.

ARTICLE I Name and Objectives

SECTION 1.

The name of this organization shall be the *American Eskimo Dog Club of America, Inc.*, herein referred to as "the AEDCA" or "the Club."

NOTE: This language is taken directly from the AKC Bylaws template.

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

- (a) encourage and promote quality in the breeding of pure-bred American Eskimo Dogs and to do all possible to bring their natural qualities to perfection;

~~B. The AEDCA logo and corporate seal shall be used only as determined by the Board. Changes in the design of the logo and corporate seal shall be ratified by a 2/3 majority vote of the membership voting either in person or by mail.~~

Reason for deletion: The AKC Bylaws template does not include these items.

ARTICLE II. PURPOSES

A. The ~~purposes of AEDCA~~ shall be:

- ~~1. To do all in its power to encourage and promote quality in the breeding, maintenance, exhibition, advancement, study, protection, and benefit of purebred American Eskimo Dogs and to do everything all possible to bring their natural qualities to perfection.~~
- ~~2. To set forth and promote the official American Eskimo Dog breed standard herein referred to as "The Standard of the Breed," as approved by the AKC, as the standard of excellence by which American Eskimo Dog shall be judged.~~
- ~~3. To encourage sportsmanlike competition under AKC rules in conducting annual conformation shows, and when sponsoring performance events authorized by AKC.~~
- ~~4. To encourage the organization of independent local American Eskimo Dog Specialty C clubs in areas those localities where there are sufficient fanciers of the breed to meet the requirements of the AKC.~~

Reason for changes in language: This is the AKC template and AKC guidance.

~~B. Pursuant to 26 U.S.C. §501(c)(4) of the United States Internal Revenue Code, AEDCA shall be a club organized and operated exclusively for the promotion of social welfare, the net earnings of which shall be devoted exclusively to charitable, educational, or recreational purposes, and substantially all of the activities of which shall be for such purposes. AEDCA shall operate only as a non-stock, not for profit corporation, and shall be organized exclusively for purposes such as should qualify to be recognized by the United States Internal Revenue Service as a tax-exempt organization, pursuant to provisions of 26 U.S.C. §501(c)(4) and §509(a)(1) of the United States~~

(b) encourage the organization of independent local clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club ("AKC").

(c) 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 American Eskimo Dogs shall be judged;

(d) do all in its power to protect and advance the interests of the breed and to encourage sportsman-like competition at all events held under AKC Rules and Regulations;

(e) to conduct sanctioned matches and licensed events for which the Club is eligible, under the Rules and Regulations of The American Kennel Club.

NOTE: The additional text **below** in the following three Sections is required in the AKC Bylaws template and AKC guidance:

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 corporation 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 revise such Bylaws as may be required to carry out these objectives.

SECTION 5.

The Board of Directors may create or revise Club Policies as may be required to carry out these objectives.

~~Internal Revenue Code, 18 O.S. §§1001 et seq., the Oklahoma General Corporation Act, 68 O.S. §§101 et seq., the Oklahoma Tax Code, or corresponding provisions of any future laws.~~

~~C. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or participation in, or intervening in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. AEDCA may further engage in such activities as are necessary and proper or incidental to the above purposes, including incidental seeking of legislation germane to AEDCA programs, provided that notwithstanding any other provision of these Bylaws, AEDCA shall not engage in any activities not permitted for a corporation that shall qualify as tax-exempt pursuant to 26 U.S.C. §501(c)(4) of the United States Internal Revenue Code, or corresponding provisions of any future law; or a corporation, contributions to which are deductible pursuant to 26 U.S.C. §170(c)(2) of the United States Internal Revenue Code, or corresponding provisions of any future law.~~

Reason for deletion: The AKC Bylaws template does not include these items, and the AKC instructed that references to Oklahoma law and United States law were to be removed.

ARTICLE III. MEMBERSHIP

A. Eligibility. ~~AEDCA welcomes applications for membership from any person at least eighteen years of age who subscribes to the purposes of AEDCA; who agrees to abide by the AEDCA Code of Ethics, Bylaws, rules, and policies; who is in good standing with the AKC; and who submits dues payments for the current year.~~

NOTE: Membership is moved to Article II of the Bylaws in the proposed revised Bylaws, to the right side of this document.

NOTE: The format of this document into "Constitution" and "Bylaws" follows the AKC template.

BYLAWS

ARTICLE II Membership

SECTION 1. Eligibility. There shall be five types of membership open to all persons who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club:

(a) Individual: Open to persons 18 years of age and older. Individual members have full voting rights and the ability to hold elected offices in addition to all benefits of membership.

(b) Foreign: Open to persons 18 years of age and older who reside outside the borders of the United States of America. Per AKC, foreign members are restricted from voting and

from holding elected office, though otherwise enjoy all other benefits of membership.

(c) Life: Open to members who have held a continuous Individual membership for thirty consecutive years. Life members have full voting rights and the ability to hold elected offices in addition to all benefits of membership. Life members are not required to pay annual dues.

(d) Junior: Open to persons under the age of 18 years of age. Junior members are restricted from voting and from holding elected office, though otherwise enjoy all other benefits of membership. When a Junior member turns 18, they may then renew as an Associate, Individual, or Foreign member. If their membership lapses, they must reapply for membership.

(e) Associate: Open to persons 18 years of age and older. Associate members are restricted from voting and from holding elected office, though otherwise enjoy all other benefits of membership.

Section 1, above, creates and defines the Life, Junior, and Associate memberships available to members, something the 2008 Bylaws did NOT do. Life Members are explicitly exempted from dues payment, and Junior membership is offered (something the AKC is encouraging all clubs to offer).

Section 2, below, is new language and not included in the AKC template. However, the AEDCA Board of Directors believes that this language is required in modern dog clubs.

SECTION 2. Definition of IN GOOD STANDING. Any member who is not under suspension by the Club or the AKC, who does not have any pending charges preferred against them and whose dues are paid for the current year is considered a member "in good standing."

B. Dues: Membership dues shall be set by the Board of Directors in separate policy an amount not to exceed 20% per person over the previous year with no more than 2 increases within a 5 year period to be payable on or before the first day of April each year. No member

SECTION 3. Dues. Membership dues shall be set by the Board of Directors, in an amount not to exceed 20% increase within a five-year period, payable on or before the 1st day of April of each year. No member may vote whose dues are not paid for the

may vote whose dues are not paid for the current year. During the month of February the Treasurer shall send to each member a statement of his dues for the ensuing year.

The Dues paragraph is moved to Section 3, opposite.

The following paragraphs regarding Election to Membership may be found in Section 4 (right). The method described in the proposed amended Bylaws is standard language from the AKC template.

~~C. 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 these Constitution and By-Laws, the club ethics statement listed on the membership application form and the rules of The American Kennel Club. This application shall contain the signatures of two members in good standing who shall not be of the same household or the same immediate family as the applicant or each other and who endorse the individual for membership in the club. Accompanying the application, the prospective member shall submit dues payment for the current year. Those members who are elected after September 1st shall be considered paid for the following fiscal year.~~

~~The applicant's name and location shall be published in the next issue of the official publication of the club known as the "Review" for comments. If no negative comments are received within (30) thirty days of the publication, the applicant is considered elected to membership and shall be notified by the Corresponding Secretary.~~

~~In the event of written negative comment(s) from a member(s) that is signed, mailed and received by the Corresponding Secretary within the (30) thirty day deadline, the application will then be held for action by the Board. The applicant will be notified of the unfavorable comment(s) and will have (30) thirty days to address the comment(s) in a written and signed form mailed to the Corresponding Secretary to be distributed to the Board.~~

~~The Board shall then vote by secret written ballot on the application. Affirmative votes of 2/3 of the Board present at a meeting or 2/3 of the entire Board voting by mail shall be required to elect an applicant.~~

Financial/Fiscal year. During the month of February the Treasurer shall send to each member a statement of dues for the upcoming Financial/Fiscal year. The Annual Dues Policy lists the current dues schedule.

SECTION 4. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors ("Board" or "the Board") and which shall provide that the applicant agrees to abide by these Bylaws, and The Rules and Regulations of The American Kennel Club and AKC's Code of Sportsmanship. Accompanying the application, the prospective member shall submit dues payment for the Financial/Fiscal year.

NOTE: The following two paragraphs are standard language from the AKC template and AKC guidance, except that the AEDCA will provide time for the general membership to comment on applicants.

All applications for membership shall be filed with the Corresponding Secretary who will read the applications at the next Board meeting. Immediately following the reading at the Board meeting, the Corresponding Secretary shall distribute the applicant's information to the membership via email. Negative comments from the membership may be made to any Board member prior to the next Board meeting.

At the following Board meeting after the initial applicant's reading, the Board shall vote to approve the applicant. Affirmative votes of 2/3 of the Board present at the meeting of the Board 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 members may elect such applicant by secret ballot and a favorable vote of 2/3 of the members present and voting. Members will be allowed to attend and vote by electronic means provided that the required notice of the Annual Meeting is provided to the membership. Applicants for membership who have been rejected by the Club may not reapply within 12 months after such rejection.

~~An application that has received a negative vote by the Board of Directors may be presented by one of the applicant's endorsers at the next annual meeting of the club. The applicant will also be invited to submit a brief statement either written or in person at that time. The Club may elect the applicant by a favorable vote by secret written ballot of 75% of the members present. Applicants for membership who have been rejected by the Club may not re-apply within six months after rejection.~~

D. Termination. Memberships may be terminated as follows:

1. Resignation: ~~Any member may resign from the AEDCA upon thirty days by written notice to the Corresponding Recording Secretary. All dues paid will be forfeited to the AEDCA.~~

2. Lapsing: Membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid (30) thirty days after the first day of the ~~fiscal~~ year.

3. Expulsion: A membership may be terminated by expulsion as provided in ~~Article IX (F)~~ of these Bylaws.

~~E. The Board may set policies for AEDCA recognition of constituent local American Eskimo Dog Clubs.~~

Reason for deletion: The AKC Bylaws template does not include this item, and this has been done by the Board of Directors through its policies since its beginning.

~~F. AEDCA shall never discriminate against members, directors, officers, or applicants for any of these positions, on account of race, sex, religion, national or ethnic origin, or special needs. Such non-discriminatory policy shall apply to all of the rights, privileges, and~~

NOTE: Section 5 follows the language of the AKC template.

SECTION 5. Termination of Membership. Memberships may be terminated as follows:

(a) by resignation. Upon written notice to the Corresponding Secretary. Only members in good standing and who are not in debt to the Club may resign from the Club.

(b) by lapsing. A membership will be considered as lapsed and subject to termination by the Board if such member's dues remain unpaid 30 days after the first day of the Financial/Fiscal year; however, the Board may grant an additional 30 days grace period 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 provided in ~~Article VIII~~ of these Bylaws.

activities of AEDCA, and the administration of its policies and programs. AEDCA reserves the right to enforce reasonable standards of conduct consistent with its ethics and values, as determined by the Board.

Reason for deletion: The AKC Bylaws template does not include these items.

ARTICLE IV. MEMBERSHIP MEETINGS

A. ~~The AEDCA Annual Membership Meeting shall be held in conjunction with the AEDCA National Specialty Show which shall take place each year within the period between March 1st and May 31st at a date, place, and hour designated by the Board.~~ Written notice of this meeting shall be mailed by the Corresponding Secretary at least thirty days prior to the date of the meeting.

B. Special ~~AEDCA membership~~ meetings may be called by the President or the Board; and shall be called by the Corresponding Secretary upon receipt of a petition signed by ten percent of the AEDCA membership. ~~Written notice stating the place, date, hour, and purpose or purposes for which the meeting is called,~~ shall be mailed by the Corresponding Secretary to all members at least fourteen days prior to the meeting.

C. ~~A quorum for any AEDCA membership meeting shall be ten per cent of the membership or 18 members, whichever is greater.~~

ARTICLE III Meetings

SECTION 1. Annual Meeting. The Annual Meeting of the Club shall be held within the period between March 1st and May 31st, in conjunction with the Club's National Specialty show ~~if possible~~, at a place, date, and hour as may be designated by the Board. ~~The National Specialty Show must be held between the period March 1st through June 30th.~~

Written notice of the Annual Meeting shall be sent ~~via USPS and/or via email~~ by the Corresponding Secretary thirty (30) days prior to the date of the meeting.

The quorum for the Annual Meeting shall be ten (10) percent of the eligible voting members in good standing or 15 members, whichever is greater. Voting members in good standing may attend via electronic methods and shall count towards the determination of a quorum. Non-voting members do not count towards the determination of a quorum.

NOTE: These changes in the preceding paragraph allow for members to attend virtually and for member notification via email.

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 at any meeting of the Board or who vote by mail;~~ and may also be called by the Corresponding Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing.

Such special meetings shall be held by electronic methods designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be sent via USPS and/or via email by the Corresponding Secretary thirty (30) 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 thereat.

ARTICLE V. OFFICERS AND DIRECTORS

A. The AEDCA ~~corporate~~ officers ~~shall consist of~~ a president, ~~a~~ vice-president, ~~a~~ recording secretary, ~~a~~ corresponding secretary, and ~~a~~ treasurer. ~~Officers shall each be elected to serve for a two-year term and until their successors are elected.~~ No one person shall hold more than one office or director position at a time. No one person may serve in the office of President more than three terms without vacating that office for at least one term, provided that, if a vice-president shall succeed to the office of President for more than half a term, his tenure shall be counted as one full term for purposes of this limitation. Each officer shall perform the duties for that office as provided by the manual of parliamentary authority adopted in Article XVII of these Bylaws. In addition, each officer shall perform duties as follows:

The quorum for such a meeting shall be ten (10) percent of the eligible voting members in good standing or 15 members, whichever is greater. Non-voting members do not count towards the determination of a quorum.

NOTE: These changes allow for member notification via email and for members to attend via electronic methods.

ARTICLE IV Board Meetings

SECTION 1. Board Meetings. The first meeting of the Board shall be held immediately following the election. Other meetings of the Board shall be held by electronic methods as designated by the Board. Written notice of each such meeting shall be sent via USPS and/or via email by the Corresponding Secretary fifteen (15) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION 2. Board Business. The Board may also conduct business by telephone conference or video conference or by any other methods as may be developed. Items voted upon by any method other than "in-person" meetings must be confirmed in writing by the Recording Secretary within two weeks of the vote. Telephone and/or video conference meetings are considered "in person" meetings.

NOTE: The language in the above Article is taken directly from the AKC template.

ARTICLE V Directors and Officers

NOTE: The language and format of this Article is taken from the AKC Bylaws template.

SECTION 1. Board of Directors. The Board shall be comprised of the Officers and 4 other persons, all of whom shall be members in good standing and all of whom shall be elected for two (2)-year terms as provided in Article VI and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board. Officers and Directors are not subject to term limits and will serve until a successor is elected or they resign their position.

NOTE: The proposed Section 1, opposite, contains the same requirements as the paragraph above but in AKC format.

NOTE: The proposed Section 2, opposite, contains the same Officer descriptions but in AKC format.

1. The President shall preside at all ~~Board and membership meetings,~~ and shall be an ex-officio member of all committees except the Nominating Committee.

2. The Vice-President shall preside in the absence of the President, and shall, upon a vacancy in the office of President, automatically succeed to the office of President.

3. The Recording Secretary shall record minutes of all AEDCA Board and membership meetings, shall keep records of all matters required by law or these Bylaws ~~as ordered by the Board or membership,~~ and shall maintain the roll of names and addresses of all AEDCA members.

4. The Corresponding Secretary shall be responsible for all correspondence, including notices and such other mailing and communications as the membership or the Board shall direct, ~~and shall promptly notify the AKC Executive Secretary of all changes in AEDCA officers as they occur.~~

5. The Treasurer shall ~~be Chairman of the Finance Committee and shall perform duties as outlined in Articles X of these Bylaws. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.~~

NOTE: The following paragraphs B and C are deleted as the Parliamentarian and news letter Editor are appointed positions which

SECTION 2. Officers. The Club's officers, consisting of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and AKC Delegate 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 Recording Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club; keep a roll of the members of the Club with their addresses, which shall be sent to any member in good standing, upon written request, once every Club year, and carry out such other duties as are prescribed in these Bylaws and Club policies.

(d) The Corresponding Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify lapsed members of their membership termination, notify Officers and Directors of their election to office, and carry out such other duties as are prescribed in these Bylaws and Club policies.

(e) The Treasurer shall collect, disburse, 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 Treasurer shall also carry out such other duties as are prescribed in these Bylaws and Club policies.

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

are described in Board policies and are not included in the AKC Bylaws template.

~~B. A parliamentary shall be appointed by the Board, and shall advise the President, and upon request any other member, concerning rules and procedures. The Parliamentary may attend all Board and membership meetings, but shall neither be a corporate officer nor a member of the Board. The Parliamentary shall at all times act and advise impartially but, if an AEDCA member, may participate and vote in membership meetings as any other member. The advice of the Parliamentary shall not be binding on the President or any other member.~~

~~C. A newsletter editor shall be appointed by, and serve at the pleasure of, the Board, shall be the Editor of the AEDCA Review newsletter, and shall be responsible in its timely publication and distribution to the membership as overseen by the Board. Unless otherwise holding a Board position, the Newsletter Editor shall neither be a corporate officer nor be entitled to a position as a member of the Board.~~

D. Any vacancies occurring among the officer or director positions during the term shall be filled until the next election by a majority vote of all the remaining members of the ~~Board even if not a quorum~~; 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 VI. BOARD OF DIRECTORS

NOTE: The following paragraph A may found in the proposed Bylaws in Article V, Section 1.

~~A. AEDCA, Inc. shall be governed by a Board of Directors, herein referred to as "the Board," which shall consist of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and four other directors, all of whom shall be members in good standing who are residents of the United States. They shall be elected for two year terms and shall serve until their successors are elected. The Board shall have full authority to regulate, manage, conduct, and supervise the business and affairs of AEDCA.~~

Club shall be insured in such amount and through a type of policy as the Board shall determine which will cover the actions of the Treasurer.

NOTE: The following position of Delegate will be filled once the AEDCA is approved as a Member Club of the AKC.

(f) AKC Delegate. The Delegate is appointed by the Board and is a non-voting member of the Board. The Delegate shall attend the Quarterly Meetings of the AKC Delegate Body and report to the Club all actions and matters discussed at such meetings. The term of service shall follow the normal 2-year Board term. There is no limit to the number of consecutive terms an individual Delegate may serve.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the Officers during the term shall be filled for the remainder of the position's term by a majority vote of the Board. However, a vacancy in the office of President shall automatically be filled by the Vice President for the remainder of the term.

Reason for deletion of Paragraph B, below: The AKC Bylaws template does not include this language.

~~B. Each officer and director of AEDCA shall serve in a fiduciary relation to the corporation and shall perform his or her duties in good faith, in a manner he reasonably believes to be in the best interests of the corporation; with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances; and in a manner he reasonably believes to be in the best interests of AEDCA. Each officer and director shall fully disclose any potential conflict of interest and thereby allow disinterested Board members to determine if such person shall participate in Board deliberations or votes concerning the matter.~~

Reason for deletion of Paragraphs C, D, E, F, and G, below: Descriptions of Board meetings are now found in Article IV of the proposed Bylaws. The following language is not included in the AKC Bylaws template and AKC guidance.

~~C. The Board shall meet at least one time per year. The Board shall meet at the call of the President or any two Board members with at least fourteen days notice to each Board member. The first meeting of the newly elected Board shall be held within thirty days of their election. 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 Board. Written notice of such other meeting shall be mailed by the Corresponding Secretary to each member of the Board at least fourteen days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board. Proxies shall not be permitted in connection with any votes or actions taken by the Board.~~

~~D. Any or all Board or committee members may participate in any Board or committee meeting by conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting.~~

~~E. Any action that may be taken at a Board or committee meeting may be taken without a meeting if consent or consents in writing setting forth the action so taken shall be signed by all of such Board or committee members in office, and shall be filed by the Recording Secretary with the Board or committee minutes. Any such bona fide consent may be transmitted electronically.~~

~~F. Pursuant to provisions of 18 O.S. §1027(F)(1),(4), of the Oklahoma General Corporation Act, Board or committee business may be conducted by means of computer communications, provided that, as with any Board or committee meeting, advance notice of such communication is provided to all persons entitled to participate. Any final vote so taken on any action by means of such electronic communications shall be documented with written consents signed by all Board or committee members then in office and sent to the Recording Secretary, as described in Section E of this Article. Whenever any final vote on any action taken by means of such electronic communications is not so documented as unanimous with such signed consents, such vote shall not be valid unless ratified by means of a meeting conducted in person or by means of telephone conference as described in Section D of this Article, so that any dissenting Board or committee member(s) shall have opportunity to discuss their concerns by speaking directly and audibly with all Board or committee members simultaneously prior to taking such ratification vote. Unless otherwise a requirement, such ratification vote conducted in such manner shall then not need to be unanimous.~~

~~G. Except as otherwise provided by law or these Bylaws, any bona fide signature or written document transmitted for any AEDCA purpose by electronic mail, computer, or facsimile shall be deemed as acceptable as an original signature or document.~~

ARTICLE VII. NOMINATIONS AND ELECTIONS

ARTICLE VI The Club's Financial/ Fiscal Year, Voting, Nominations, Elections

NOTE: Section 1 is required under the AKC Bylaws template and AKC guidance. The AEDCA is retaining the historical definition of Financial/Fiscal/Club year as April 1- March 31. The reason is that it has served the Club for over 35 years without any problems and everyone is used to the schedule.

SECTION 1. Financial/Fiscal Year. The Financial/Fiscal year shall begin on the first day of April and end on the last day of March.

Section 2 language is required by the AKC Bylaws template.

SECTION 2. Voting. Individual and Life members in good standing have the right to vote in all elections or ballot initiatives.

~~A. Officers and directors shall be elected in February of each even-numbered year. The election of officers and directors shall be decided by secret written ballot delivered by U.S. Postal Service or express mail. The Board may also, at its discretion, submit to a vote of the membership an amendment to these Bylaws, including the *Standard of the Breed or Code of Ethics*, or may submit to the membership a vote on any other specific question by such secret written mail ballot. For such secret mail balloting, votes may not be cast by fax, electronic mail, or in person. Voting by proxy shall not be permitted in any votes by the membership conducted by mail, nor shall any vote be conducted whereby mail ballots are mixed or counted together with ballots cast by persons present in a meeting.~~

~~B. No person shall be eligible to be elected as an officer or director who has not been nominated in accordance with these Bylaws and no person may be a candidate for more than one position.~~

The Nominating Committee shall consist of five members, no more than one of whom may be a member of the current Board, and all of whom shall be elected by the membership at the Annual Membership Meeting. The Nominating Committee shall nominate a candidate for each officer and director position. The Nominating Committee may conduct its business in person, or by conference telephone, mail, or electronic transmission. Vacancies on the Nominating Committee may be filled by the Board, provided that the President shall neither appoint, nor serve on, the Nominating Committee.

As a side note: Even though the 2008 Bylaws required the Nominating Committee to be elected by the general membership at the Annual Meeting, this was NOT done by previous Boards.

C. The Nominating Committee shall nominate from among eligible AEDCA members one candidate for each officer and director position for the elections in the subsequent even-numbered year. The Nominating Committee shall previously obtain the consent of each such nominee, and shall consider the geographical diversity of board candidates insofar as is practicable. The Nominating Committee shall then submit its candidate slate no later than each November 1st preceding an election year to the Corresponding Secretary, who shall mail the list, including the name of each candidate, the office being

Section 3 language is required by the AKC Bylaws template.

SECTION 3. Board Elections. The entirety of the Board of Officers and Directors shall be elected in February of each even-numbered year.

NOTE: Section 4 language is required by the AKC template.

SECTION 4. Nominations.

1. No person may be a candidate for an office or position on the Board who has not been nominated. Nominations cannot occur in any manner other than provided in this section.

2. Nominating Committee

The Nominating Committee shall consist of five members, no more than one of whom may be a member of the current Board, and all of whom shall be elected by the membership at the Annual Membership Meeting of each odd-numbered year. No member of the Nominating Committee shall be a nominee for any Board position, whether nominated by the Committee or nominated from the floor.

NOTE: Even though the 2008 Bylaws required the Nominating Committee to be elected by the general membership at the Annual Meeting, this was NOT done by previous Boards.

3. The Nominating Committee shall nominate a candidate for each Officer and Director position. The Nominating Committee may conduct its business in person, or by conference telephone, mail, or electronic transmission. Vacancies on the Nominating Committee may be filled by the Board, provided that the President shall neither appoint, nor serve on, the Nominating Committee.

4. The Nominating Committee shall nominate from among eligible AEDCA members one candidate for each Officer and Director position for the elections in the subsequent odd-numbered year. The

sought, and the state of residency, to each AEDCA member no later than each November 15th preceding an election year.

NOTE: In the following paragraphs D, e, the revised language is presented on the opposite side of this page.

D. Following the Nominating Committee's report, members may submit additional nominations to the Corresponding Secretary in writing no later than January 1st of each election year. Each nomination shall include a statement verifying the consent of the nominee and signatures of five other members. For each office, if no other valid nomination(s) is received by the Corresponding Secretary on or before January 1st, the Nominating Committee's nominee shall be thereby elected. Each position having more than one nominee shall be submitted for voting by the membership.

E. For those offices with more than one nominee being voted upon by the membership, a ballot for such officer and/or director elections shall be mailed to each member no later than January 15th of each voting year, by a bonded, outside certified professional accounting firm selected in advance by the Board, and must be returned by the voter to such firm no later than February 15th of that year. Such ballot Each voter, after marking the ballot, shall seal the ballot in the inner envelope, and then seal the inner envelope inside the outer envelope for mailing to the accounting firm. Ballots shall be counted only if received by the accounting firm no later than February 15th of that year. The accounting firm shall certify the eligibility of all voters prior to opening and removing the ballot envelopes, shall check each sealed outer envelope against the list of eligible voters. The accounting firm shall then open the ballot envelopes, mix and count the ballots, and certify the election results. The accounting firm shall then send such

Nominating Committee shall ~~previously~~ obtain the consent of each such nominee, and shall consider the geographical diversity of Board candidates insofar as is practicable.

5. The Nominating Committee shall then submit its candidate slate no later than each November 1st ~~preceding an election of each odd-numbered~~ year to the Corresponding Secretary, who shall ~~mail~~ distribute via email or USPS the list, including the name of each candidate, the office being sought, and the state of residency, to each AEDCA member no later than ~~each~~ November 15th ~~preceding an election of each odd-numbered~~ year.

6. Following the Nominating Committee's report, members may submit additional nominations to the Corresponding Secretary in writing no later than January 1st of each ~~election even-numbered~~ year. Each nomination shall include a statement verifying the consent of the nominee and signatures of five other members. ~~Such nominations and signatures of the required five members may be submitted electronically in separate documents.~~

7. For each office, if no other valid nomination(s) is received by the Corresponding Secretary on or before January 1st, the Nominating Committee's nominee shall be thereby ~~automatically~~ elected. Each position having more than one nominee shall be submitted for voting by the membership.

SECTION 5. Election

For those offices with more than one nominee ~~for an Officer or Director position~~ being voted upon by the membership, ~~the following election method will be utilized:~~

1. For those offices with more than one nominee being voted upon by the membership, a ballot for such Officer and/or Director elections shall be mailed to each member ~~by the Corresponding Secretary~~ no later than January 15th of each ~~voting even-numbered~~ year, ~~by a bonded, outside certified professional accounting firm selected in advance by the Board~~ Corresponding Secretary, and must be returned by the voter to ~~such firm~~ the Corresponding Secretary no later than February 15th of ~~that each even-numbered~~ year.

2. A ballot containing the list of names and states of residency of all nominees for each position in alphabetical order, together with an

certified results and to the AEDCA President and Corresponding Secretary no later than February 20th of that year.

inner envelope marked "Election Ballot" on the front and a return outer envelope addressed to the **Corresponding Secretary** marked "AEDCA Ballot" and bearing the name of the member to whom it was sent.

3. Ballots shall be counted only if received by the ~~accounting firm~~ **Corresponding Secretary** no later than February 15th of ~~that~~ each even-numbered year.

4. The ballot shall also provide each member with an opportunity to vote electronically using a third-party vendor who shall provide on-line election services. The vendor must guarantee that they can provide a list of members who cast electronic votes, but also ensure that no one individual member's vote can be traced to that individual. All electronic voting will conclude at 11:59 pm Eastern time on February 15th, after which no additional votes may be cast electronically. The Board shall create and follow a Policy which outlines all electronic voting, procedures including selection of a third-party vendor who meets all requirements as the Board may establish.

5. During the period January 15 to February 15, the Board shall appoint a Ballot-Counting Committee made up of an Officer or Director who is either not a candidate in the election or who is retiring from the Board and two other members in good standing who shall count the paper ballots which are received.

6. The vendor who conducted the electronic voting shall submit to the Corresponding Secretary a list of members who voted electronically along with the vote count from the electronic voting. The Corresponding Secretary shall forward all paper ballots received by February 15, the electronic vote count, and the list of members who voted electronically to the Ballot-Counting Committee. The Ballot-Counting Committee shall certify the eligibility of all electronic voters by checking them against the current membership list.

7. The ~~accounting firm~~ Ballot-Counting Committee will verify that the names and return addresses of the paper ballots are from members in good standing by chacking them against the current membership list.

8. The Ballot-Counting Committee will then compare the names from the electronic ballots to the names of the paper ballots to ensure that

F. Nominees receiving the greatest numbers of votes for each officer and director position shall be thereby elected, following which the remaining nominees for director positions who receive the greatest numbers of votes for such positions shall be thereby elected.

The Corresponding Secretary shall notify all nominees and retiring officer holders of the election results before March 1st of that year. The membership shall be notified of the election results in the AEDCA Review newsletter, and newly elected officers and directors shall begin their new terms of office on March 1st of that year. Each retiring officer shall turn over to his successor all properties and records relating to that office within ten days after the election.

NOTE: The following Article VIII, below, is deleted below because:

The pertinent portions are included in the proposed amended Bylaws in Article VII, opposite.

Paragraph A (below) lists Committees, some of which are no longer in existence as their work has been accomplished. However, to delete these committees requires a Bylaws amendment rather than a simple Board action.

ARTICLE VIII. COMMITTEES

~~A. The AEDCA Standing Committees shall consist of one or more members and shall be hereby established as follows:~~

- ~~1. AdHoc PRA Committee~~
- ~~2. AKC Publishing Committee~~
- ~~3. Breeder Referral Committee~~
- ~~4. Canine Health Foundation Committee~~

no member cast more than one (1) vote. In the event that a member did cast an electronic ballot and a paper ballot, the paper ballot will be disqualified as no member may vote twice.

(i.) The Ballot-Counting Committee shall then open the ballot envelopes, mix and count the paper ballots, and add the vote totals from the electronic voting. They will then certify the election results. The Ballot-Counting Committee shall then send the results to the AEDCA President and Corresponding Secretary no later than February 25th of each even-numbered year.

8. Nominees receiving the greatest numbers of votes for each Officer and Director position shall be thereby elected, following which the remaining nominees for Director positions who receive the greatest numbers of votes for such positions shall be thereby elected.

9. The Corresponding Secretary shall notify all nominees and retiring Officer and/or Director holders of the election results before March 1st of ~~that~~ each even-numbered year. The membership shall be notified of the election results via email no later than March 1st of each even-numbered year and in the next publication of the AEDCA Review newsletter, and newly elected Officers and Directors shall begin their new terms of office on March 1st of ~~that~~ each even-numbered year. Each retiring Officer and/or Director shall turn over to his/her successor all properties and records relating to that office ~~within ten days after the election~~ no later than March 15th of each even-numbered year.

~~5. Junior Handling Mentoring Committee~~

~~6. Futurity/Historian/Awards Committee~~

~~7. Herding Committee~~

~~8. Judges Education Committee~~

~~9. Legislative Liaison~~

~~10. Membership Committee~~

~~11. Public Education Committee~~

~~12. Rescue Committee~~

~~13. Statistician Conformation Committee~~

~~14. Statistician Obedience/Agility/Herding Committee~~

~~15. A Finance Committee shall recommend to the Board an annual budget in accordance with Article X of these Bylaws. The Treasurer shall be Chairman of the Finance Committee.~~

~~16. An audit committee shall be a special committee appointed annually by the Board no later than September of each year, and shall conduct an annual audit in accordance with Article XI of these Bylaws.~~

~~17. A nominating committee shall be a special committee consisting of five members to be elected by the Board, and shall act as authorized in Article XIII of these Bylaws. The President shall neither appoint, nor serve on, the Nominating Committee.~~

~~B. The Board may also authorize such special committees as may be necessary for particular matters or projects. All special committees shall be appointed by the Board. The President shall be an ex-officio member of all standing and special committees except the Nominating Committee.~~

~~C. All Committees except the Finance Committee, Audit Committee shall have policies established to govern the committee's~~

NOTE: The language in Article VII, below, is taken from the AKC Bylaws template and AKC guidance. These proposed Bylaws do NOT contain any list of committees as did the 2008 Bylaws. In that way, the Board can create and discontinue any committee it requires to carry out the Club's business without requiring Bylaws amendments for that purpose.

ARTICLE VII Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the club. Such committees shall always be subject to the final authority of the Board.

SECTION 2. Any committee appointment 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.

~~responsibilities and may be added to or deleted from as circumstances require by the board. A majority vote of the board will be required to pass changes made to these policies. Policy changes shall be posted in Review following the date that changes were made.~~

~~D. These Committees shall be listed on the official AEDCA website and posted in each publication of The Review, AEDCA's official newsletter.~~

~~E. Any committee appointment 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.~~

NOTE: The majority of Article IX Discipline is replaced in the proposed Bylaws with standard language in the AKC Bylaws template and AKC guidance. Deviations from AKC's required language is **NOT permitted**.

ARTICLE IX: DISCIPLINE

A. AKC Suspension: Any member who is suspended from any privileges of The American Kennel Club automatically shall be suspended from the privileges of this club for a like period.

~~B. Preferring Charges: Any member may prefer charges against another member to allege misconduct prejudicial to the best interests of the AEDCA and/or the breed. Specific written charges shall be filed in duplicate with the Recording Secretary together with a deposit of \$100 which shall be forfeited if the charges are not sustained by the Board following a hearing. The Corresponding Secretary shall promptly send a copy of the charges to each Board member or present them at a Board meeting.~~

~~C. Examining Charges: Prior to allowing a member to be charged, the Board shall initially review the charge itself, and shall at its own discretion determine whether to dismiss the charges on the grounds that such charges are on their face frivolous, not specific, or, if proven, would nevertheless not constitute conduct which is in the judgment of the Board prejudicial to the best interests of the AEDCA and/or the~~

NOTE: The following Article on Discipline follows the requirements in the AKC Bylaws template. The AKC requires that their template be followed in regards to discipline, **with NO exceptions**.

ARTICLE VIII Discipline

SECTION 1. *American Kennel Club Suspension.* Any member who is suspended from any of the privileges of The American Kennel Club shall be suspended from the privileges of this Club for a like period. American Kennel Club suspensions are published on the Secretary's page of the *AKC Gazette*.

SECTION 2. *Charges.* An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the Club or the AKC.

Written charges containing specific facts ("Charges") must be filed with the Corresponding Secretary together with a \$100 deposit which shall be forfeited if such charges are not entertained by the Board. If the Board moves forward with a hearing, the deposit will be returned to the Complainant.

The Corresponding Secretary shall promptly send a copy of the Charges to each Board member and present them at the next Board meeting. 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 or the AKC. If the Board considers that the Charges do not allege conduct which would be prejudicial to the best

~~breed; or the Board may determine to hear the charges and the defendant's response.~~

~~D. Hearing: If the Board determines to hear and consider the charges and the defendant's response, it shall fix a date of a hearing by the Board or a Board committee comprised of a minimum of three (3) Board members, not less than twenty days or more than forty days thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and assurance that the defendant may appear and be heard in his own defense and may summon witnesses to appear if he wishes. At the defendant's discretion, counsel representing the defendant may be an attorney or another AEDCA member to advise them, but counsel may not testify on their behalf. Any such hearing shall in its entirety only be conducted with all persons participating present in person or by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.~~

~~E. Reprimand/Suspension: Should any charge be sustained after hearing all of evidence and testimony presented by complainants and defendant, the Board or Board committee may by a majority vote of~~

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 or a committee appointed by the Board not less than three weeks nor more than five weeks thereafter. The Corresponding Secretary shall promptly send one copy of the Charges to the accused member by certified mail return receipt requested, or other form of receipted or acknowledged delivery and set forth a time and place at which the accused may attend and present any defense, call witnesses or answer the Charges. Any member with preferred Charges on which the Board elected to entertain jurisdiction pending against them is no longer in "good standing" until the disciplinary process has been completed.

In the cover letter with the Charges, the Corresponding Secretary shall also include language that if the accused will have legal counsel, he/she must notify the Corresponding Secretary within 10 days of the date of the letter. If no notice is provided, the accused may not have legal counsel. If the accused informs the Corresponding Secretary that they will have legal counsel present, the Corresponding Secretary will immediately notify the Complainant via email, phone and USPS as to their right to also have counsel present.

SECTION 3. Board Hearing. If the Board has a hearing, the Board or a committee appointed by the Board may hear the charges. The Board or the Board's appointed committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and accused, the Board or Board's appointed committee may by a majority vote of those present reprimand or suspend the accused from all privileges of the Club for not more than twelve months from the date of the hearing.

And, if the Board or the Board's appointed committee deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion.

Immediately after the Board or the Board's appointed committee has reached a decision, its finding shall be put in written form and filed with the Recording Secretary. The Corresponding Secretary, in turn, shall notify each of the parties of the Board's or the Board-appointed

~~those present reprimand or suspend the individual from AEDCA membership until the next annual membership meeting.~~

~~And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Such suspension shall not restrict the defendant's right to appear with counsel before the membership at the ensuing AEDCA membership meeting which shall consider the recommendation of the Board or committee. The Board or Board committee shall immediately report its findings and decision, which shall be in writing and filed with the Recording Secretary. The Corresponding Secretary shall, in turn, notify each of the parties of the decision and any disciplinary action imposed by the Board.~~

~~F. Expulsion: Expulsion of a member from AEDCA may only be ordered by a two-thirds vote at the AEDCA Annual Membership Meeting and only following recommendation of such by the Board or Board committee having heard the charges as provided in Section D of this Article. Such consideration by the membership shall not constitute a new hearing, and no new evidence or testimony of witnesses shall be heard at the membership meeting. In making its determination on expulsion, the membership meeting shall consider only the record of the charges, testimony, and evidence having already been heard by the Board or Board committee. Prior to the membership vote on expulsion, the President shall first read the charges and the Board findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The membership shall then vote by secret ballot on the proposed expulsion. If expulsion is not so voted, the member shall immediately have all membership privileges reinstated.~~

NOTE: The following Article X is deleted completely because the AKC does not require this language in a club's Bylaws. Much of these requirements are covered by Board policies, which do not require a Bylaws amendment to change. Additionally, much law is cited, which the AKC has instructed the AEDCA to delete.

ARTICLE X. FINANCES

committee's decision and penalty, if any.

SECTION 4. *Expulsion.* In the event the Board or the Board-appointed committee's recommends expulsion, at the Club's next Annual Meeting, the Defendant shall have the privilege of appearing on his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges in their entirety, along with the Board or Board-appointed committee's finding and recommendation and shall invite the Defendant, if present, to speak on his/her own behalf if he/she wishes. The members present and attending by electronic means shall vote by secret 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.

~~A. AEDCA shall conduct all of its business and activities in a manner consistent with its commitment to the ethics and values of the AEDCA and AKC. Accordingly, AEDCA shall aspire to the highest principles of financial accountability in accordance with "Generally Accepted Accounting Principles."~~

~~B. Pursuant to 26 U.S.C. §501(c)(4) of the United States Internal Revenue Code, no part of the financial receipts, treasury, property, or other assets of AEDCA shall inure directly or indirectly to the benefit of, or be distributable to, any of its officers, directors, or any other private individual or entity except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered; or reimbursement for bona fide and properly documented expenses as allowed by law and duly authorized in consequence of actions of the Board; and only to make payments and distributions in furtherance of any lawful act for which not for profit corporations may be organized pursuant to 18 O.S. §§1001 et seq., the Oklahoma General Corporation Act, and 26 U.S.C. §501(c)(4) of the United States Internal Revenue Code, or corresponding provisions of any future laws; and in such manner as shall qualify AEDCA to be recognized by the United States Internal Revenue Service as a tax-exempt organization.~~

~~C. No disbursement in excess of \$1500.00 shall be made except as any two or more corporate officers have signed the check or other duly documented instrument, or have sent individual and specific signed authorization(s) to the Treasurer for filing with other AEDCA financial records; nor shall multiple checks or disbursements be used to evade or circumvent the intent of this provision. In no case shall any disbursement of any funds from the AEDCA treasury, or any change in the disposition of any other AEDCA property or assets, be authorized except by check or other duly documented instrument and in consequence of an action of the Board and as duly recorded in Board minutes. The Board shall require competitive bids or comparable valuation for any and all purchases or other transactions over \$500; and multiple transactions or lease-purchase arrangements shall not be used to evade or circumvent the intent of this provision.~~

~~D. The Treasurer shall cause all contributions, monetary receipts, and any and all other AEDCA treasury funds to be deposited in the name and to the credit of AEDCA, Inc., only in federally insured banks or depositories, designated by the Board, and shall cause annual~~

~~receipts to be furnished to all contributors.~~

~~E. AEDCA officers, directors, and/or personnel may be reasonably compensated for services rendered to AEDCA, and/or reimbursed for direct properly documented expenses as incurred, as allowed by law and duly authorized in consequence of actions of the Board. The fidelity of the Treasurer or any of the other officers may be secured by bond or otherwise, as ordered by the Board.~~

~~F. The Board shall adopt an annual budget. At each Board meeting the Treasurer shall report a treasury statement of the financial condition of AEDCA, Inc., which shall at a minimum include the beginning balance, receipts, disbursements, ending balance, and any change in the disposition of any other assets or property. The Treasurer shall, within thirty days following the end of each fiscal year, furnish to the Board for its approval and filing with any appropriate governmental entities, a complete financial report. Such report shall be filed with the minutes of the corporation, and shall at a minimum show in appropriate detail the following:~~

~~1. The assets and liabilities, and principal changes therein, including any trust funds, of AEDCA, Inc., as of the end of the fiscal year immediately preceding the date of the report.~~

~~2. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes; and the expenses or disbursements of the corporation, for both general and restricted purposes; by accounts and classifications for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the AEDCA, Inc.~~

NOTE: The following Article XI is deleted completely because the AKC does not require this language in a club's Bylaws. Much of these requirements are covered by Board policies, which do not require a Bylaws amendment to change.

ARTICLE XI. AUDITS

~~A. The Audit Committee shall cause all records of finances and AEDCA assets to be audited yearly. Such annual audit shall be for each fiscal year, which shall run from April 1 through March 31 of each year.~~

~~The Audit Committee shall provide its audit of the annual financial report required by Article X (F) of these Bylaws to the Board for its approval, and shall also provide copies to the membership at their Annual Meeting. Within sixty days following the end of the fiscal year, and following the Board's approval of the auditor's report, the Board shall make available to any appropriate governmental entities the Treasurer's annual financial report with the auditors' report.~~

NOTE: The following Article XII is deleted because the AKC does not require this language in a club's Bylaws. Much of these requirements are covered by Board policies, which do not require a Bylaws amendment to change.

ARTICLE XII. CORPORATE RECORDS

~~Except for financial records, which shall be kept by the Treasurer, the Recording Secretary shall be the custodian of all AEDCA corporate records. All minutes, and all other records of actions taken by the membership, Board and all committees, shall be kept permanently. Any member, officer, or director, of AEDCA, upon written demand under oath stating the purpose thereof and the specific items required, may obtain copies at his or her or her own expense for the reasonable direct cost of copying, of any of the following corporate records: current copies of the *AEDCA Articles of Incorporation and Bylaws*, including all amendments thereto to date; minutes of all meetings; records of all actions taken by the Board without meetings; membership mailing lists for use only in communicating information concerning AEDCA elections or the conduct of other AEDCA official business; and all written communications, including financial statements required to be furnished pursuant to Article X (F) of these Bylaws. Such inspection and/or copying shall be made in good faith and only for a purpose reasonably and directly related to such person's interest in relation to AEDCA, Inc.~~

NOTE: The following Article XIII is deleted completely because the AKC does not require this language in a club's Bylaws. Much of these requirements are covered by Board policies, which do not require a Bylaws amendment to change.

ARTICLE XIII. NOTICES AND WAIVERS

~~A. Whenever any notice is required to be given to any person in connection with any AEDCA business, it shall be in writing, and may~~

~~be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by facsimile transmission, to his or her address or facsimile number appearing on the records of the corporation. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited postpaid in the United States mail. Notice of a meeting shall specify the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.~~

~~B. Notices may not be given by electronic mail or facsimile transmission unless the person to whom the notice is addressed has previously provided written authorization for such communication, accompanied by a valid e-mail address or fax number.~~

~~C. Whenever any written notice is required to be given to any person in connection with any AEDCA business, a written waiver thereof, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.~~

NOTE: The following Article XIV is deleted completely because the AKC does not require this language in a club's Bylaws. Much of these requirements are covered by Board policies, which do not require a Bylaws amendment to change. Additionally, Oklahoma law is cited, which the AKC has instructed the AEDCA to delete.

ARTICLE XIV. INDEMNIFICATION

~~Any current or former AEDCA officer, director, employee, agent, or other representative, including a volunteer, who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative, may be indemnified by AEDCA, in accordance with, and to the fullest extent permitted under, applicable provisions of law, including but not limited to 18 O.S. §1031 of the *Oklahoma General Corporation Act*, and only to the extent authorized by the Board in each specific case.~~

NOTE: Dissolution is found in Article XI of the proposed amended Bylaws. The following Article XV is deleted because the AKC does not require this language in the Bylaws template (see Article X of the proposed amended Bylaws). Much of these requirements are covered by Board policies, which do not require a Bylaws amendment to change. Additionally, much law is cited, which the AKC has instructed the AEDCA to delete.

ARTICLE XV. DISSOLUTION

~~Dissolution of AEDCA may be ordered by the same process as an amendment to the AEDCA Bylaws as set forth in Article XVIII of these Bylaws. No dissolution nor final distribution of AEDCA assets shall be undertaken except in accordance with applicable law, including but not limited 18 O.S. §1097 (OSCN 2002), *Oklahoma General Corporation Act* and 26 U.S.C. §501(c) (4) of the *United States Internal Revenue Code*, or corresponding provisions of any future laws; any applicable orders of courts of competent jurisdiction; the *AEDCA Articles of Incorporation*; and these Bylaws, respectively. Pursuant to 18 O.S. §§1096, 1097, upon dissolution of this corporation, the Board, after paying or making provision for the payment of all liabilities of the corporation, shall dispose of all of the assets of the corporation exclusively for the purposes of the corporation, or to such organization(s) organized and operated exclusively for purposes as shall at that time qualify as tax-exempt pursuant to 26 U.S.C. §501(c)(3) or (4) of the *United States Internal Revenue Code*, or corresponding provisions of any future law, in such manner as shall be determined by the Board. Any of such assets not so disposed of shall be disposed of by the Court of competent jurisdiction for the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization(s), as said Court shall determine which are organized and operated for such purposes.~~

NOTE: The following Article XVI is deleted because the AKC does not require this language in a club's Bylaws. Much of these requirements are covered by Board policies, which do not require a Bylaws amendment to change. Additionally, United States and Oklahoma law are cited, which the AKC has instructed the AEDCA to delete.

ARTICLE XVI. EMERGENCY POWERS

~~—Pursuant to 18 O.S. §1014, during any emergency resulting from an attack on the United States or on a locality in which AEDCA~~

~~conducts its programs or customarily holds Board meetings, or during any nuclear or atomic disaster, or during the existence of any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board cannot readily be convened, the Board may make any provision that may be practical and necessary for the circumstances of the emergency. During such emergency, one or more of all of the available directors and/or officers of AEDCA may reasonably exercise any and all authority that may in their judgment be practical and necessary for the circumstances during such state of emergency, provided that such power is exercised only in good faith and in what is, given the exigencies of such emergency, reasonably believed by such directors to be in the best interests of AEDCA. Such emergency authority shall include the designation of temporary additional or substitute directors for the duration of the emergency. During such emergency, a meeting of the Board may be called by an officer or director in any reasonable manner given the exigencies of the emergency, and the director or directors in attendance at the meeting shall constitute a quorum. The Board, either before or during any such emergency, may provide lines of succession of corporate authority, if during such an emergency any or all officers or agents of AEDCA should be for any reason rendered incapable of discharging their duties. Except for willful misconduct, actions taken in accordance with this bylaw article shall bind the corporation, but, pursuant to 18 O.S. §1014, may not be used to impose liability on a corporate director, officer, employee, or agent.~~

NOTE: The following Article XVII is deleted because the AKC does not require this language in a club's Bylaws. Much of these requirements are covered by Board policies, which do not require a Bylaws amendment to change.

ARTICLE XVII. — JURISDICTION AND PARLIAMENTARY AUTHORITY

~~AEDCA shall be governed by the following: applicable law; applicable orders of courts of competent jurisdiction; the AEDCA Articles of Incorporation; these AEDCA Bylaws, including the Standard of the Breed and the Code of Ethics; other rules and policies adopted by the Board or membership; and Robert's Rules of Order Newly Revised Tenth Edition or current succeeding authorized edition; respectively.~~

NOTE: This Article may be found in Article IX, opposite. All language is removed to follow the required AKC template language and AKC guidance.

ARTICLE XVIII. BYLAW AMENDMENTS

~~———— A. These Bylaws, including the *Standard of the Breed* and/or the *Code of Ethics*, may be amended by a two-thirds vote of the membership as follows:~~

~~1. Vote by mail: Amendments to these Bylaws, including the *Standard of the Breed* and *Code of Ethics* may be proposed by the Board or by written petition from twenty percent of the members addressed to the Corresponding Secretary. The Board shall promptly consider any such petition only for the purpose of making recommendations to the membership. The Corresponding Secretary shall mail notice of the specific language of the proposed amendment(s) to the members, along with the Board's recommendations, for a membership vote within ninety days of the date the petition was received by the Corresponding Secretary. Such amendment(s) shall require a two-thirds vote of those voting for its adoption. Ballots shall not be counted unless postmarked within fifteen days of the postmark date of mailing by the Corresponding Secretary. To assure the integrity and secrecy of the vote, dual envelope balloting procedures as described in Article VII (E) of these Bylaws shall be followed. The Board may also, at its discretion employ an outside accounting firm to count ballots as described in Article VII(E) of these Bylaws; or~~

~~2. Vote at Membership Meeting: These Bylaws, including the *Standard of the Breed* and *Code of Ethics*, may also be amended by a two-thirds vote at any membership meeting, provided that notice of the specific language of the proposed amendment(s) along with the recommendations of the Board have been mailed to all members, postmarked not less than thirty days before the meeting.~~

~~B. The Corresponding Secretary shall promptly notify the Executive Secretary of the AKC of all amendments to the Bylaws, including the *Standard of the Breed* and *Code of Ethics*, and no such bylaw amendment shall go into effect until it shall be duly approved by the AKC Board of Directors.~~

~~BYLAWS APPENDIX A — *STANDARD OF THE BREED*~~

NOTE: The following Article IX follows the language required by the AKC Bylaws template and AKC guidance.

ARTICLE IX Amendments

SECTION 1. Amendments to the Constitution and Bylaws or Breed Standard may be proposed by the Board or by written petition addressed to the Corresponding Secretary signed by 20% of the membership in good standing.

Amendments to the Bylaws proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Corresponding Secretary for a vote within six months of the date when the petition was received by the Corresponding Secretary.

Proposed amendments to the Breed Standard must be submitted to the members with recommendations of the Board by the Corresponding Secretary within six months of receipt of the petition.

SECTION 2. The Constitution and Bylaws may be amended at any time. A copy of the proposed amendment(s) shall be sent by the Corresponding Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the proposal shall be indicated. Notice sent via USPS and/or via email to each member with such ballot shall specify a date not less than 30 days after the postmark of any letter or date of the email, by which date the ballots must be returned to the Corresponding Secretary to be counted.

Members shall also be provided with an opportunity to vote electronically, following the same procedures outlines in Article VI, Section 5. The favorable vote of 2/3 of the members in good standing who vote electronically or return valid ballots within the time limit shall be required to effect any such amendment(s).

SECTION 3. The Breed Standard may be amended at any time in accordance with AKC policies. A copy of the proposed amendment(s) shall be sent by the Corresponding Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the proposal shall be indicated. Notice sent via USPS and/or via email to each member with such ballot shall

specify a date not less than 30 days after the postmark of any letter or date of the email, by which date the ballots must be returned to the designated Secretary to be counted.

Members shall also be provided with an opportunity to vote electronically, following the same procedures outlines in Article VI, Section 5. The favorable vote of 2/3 of the members in good standing who vote electronically or return valid ballots within the time limit shall be required to effect any such amendment(s).

SECTION 4. No amendment to the Constitution and Bylaws that is adopted by the Club shall become effective until it has been approved by The American Kennel Club.

SECTION 5. No amendment to the Breed Standard that is adopted by the Club shall be come effective until it has been approved by the AKC Board of Directors.

NOTE: This Article X replaces Article X Dissolution from the 2008 Bylaws.

ARTICLE X 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 good standing. 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.

After payment of the debts of the Club, its property, and assets shall be given to a charitable organization for the benefit of American Eskimo Dogs selected by the Board unless otherwise prohibited by State Law.

NOTE: The following Article XI is required by the AKC Bylaws template and AKC guidance.

ARTICLE XI Order of Business

THESE CONSTITUTION/BY-LAWS WERE DULY AMENDED AND RATIFIED BY THE AEDCA MEMBERSHIP ON JULY 15, 2008
ADDITIONAL AKC MANDATED MODIFICATIONS WERE MADE ON MARCH 16, 2009
THIS EDITION SUPERSEDES ALL OTHER VERSIONS OF THESE DOCUMENTS AND IS IN FORCE UNTIL FUTURE AMENDMENTS OR DISSOLUTION OF THE CLUB.

SECTION 1. *Meetings of the Club.* 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 (ensuring quorum requirements are met)
- Minutes of the last meeting
- Report of President
- Report of Secretaries
- Report of Treasurer
- Reports of committees
- Unfinished business
- New business
- Adjournment

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

- Approval of the minutes of the prior meeting
- Report of President
- Report of Secretaries
- Report of Treasurer
- Report of Delegate
- Reports of committees
- Unfinished business
- New business
- Adjournment

NOTE: The following Article XII is required by the AKC Bylaws template and AKC guidance.

ARTICLE XII 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.