

SUMMARY OF AMENDMENTS FROM 2008 BYLAWS TO 2023 PROPOSED BYLAWS

This summary is an effort to provide the membership with a summary Article-by-Article, Section-by-Section (as these Articles and Sections appear in the proposed revised Bylaws) of the proposed changes in the Bylaws and the reasoning for each. No warranty is made that this summary indeed covers all article and sections with all reasons.

The primary reasons for these amendments include:

- Bringing the AEDCA Bylaws into AKC format. The 2008 Bylaws are **NOT** in AKC format, and this has prevented the AEDCA from applying to become a Member Club of the AKC.
- To amend the Bylaws into AKC format for Parent Clubs, the AEDCA must use specified language in certain portions, such as Discipline. The Board attempted to utilize the AKC template while also maintaining certain procedures which the AEDCA membership has come to expect, such as paying dues, the election cycle, and providing comment, both positive and negative, on new member-applicants.
- The proposed amendments remove the over-emphasis on Oklahoma state law included in the 2008 Bylaws, which the AKC specifically stated **MUST** change. In the proposed 2023 Bylaws, Oklahoma law is referenced in the very first paragraph only.
- The 2008 Bylaws were overly prescriptive in many aspects which hindered the Board from doing its work. An example is that the 2008 Bylaws specify AEDCA Committees. The purpose of some of these (e.g., the PRA-ad hoc Committee) was completed years ago. However, to officially terminate these committees requires a Bylaws amendment.
- For several years, some members have debated changing the Club's fiscal/Club year from April 1-March 31. The Board decided to keep this definition as it has always been. The Club is over 35 years old and the membership expects dues renewals in February and the nomination for the Board of Directors cycle to begin in odd-numbered calendar years followed by the Board of Director elections in the first two months of the even-numbered years.

An election on these amendments will be held in February 2023. A 2/3 majority of the members who vote will be required to pass these amendments and adopt these new Bylaws.

Following approval of the Bylaws amendments, the AEDCA will make an application to the AKC for membership. The AKC is a club of clubs. Member Clubs send their Delegates to the quarterly Delegate meeting where the business of the AKC is conducted. The AEDCA will submit these Bylaws, and the AKC will review them at the time when we apply for membership. The AKC may tell us that the Bylaws require further amending, but we won't know until they review them.

Below is the summary of the proposed amendments:

CONSTITUTION

The first paragraph summarizes applicable Oklahoma law. Oklahoma is the state in which the AEDCA is incorporated. This summary paragraph is new.

ARTICLE I NAME AND OBJECTIVES

This Article uses AKC template language.

Section 1 has virtually no changes.

Section 2 uses the template language, especially paragraphs (c), (d), and (e).

Sections 3, 4, and 5 are in the AKC template.

BYLAWS

ARTICLE II MEMBERSHIP

This Article uses AKC template language.

Section 1 on Eligibility defines the types of membership and adds three new ones not included in 2008:

Life member is not defined in the 2008 Bylaws. This amendment defines who may become a Life member and states that Life members are not required to pay dues, yet they are entitled to vote and hold office.

Junior member is not defined in the 2008 Bylaws, and the AKC is actively encouraging all clubs to offer Junior membership. The amendment further provide for an automatic advancement to Individual membership when the Junior turns 18.

Associate member is not defined in the 2008 Bylaws and offers membership for people who have an interest in the breed but may not want to be Individual members.

Section 2 defines “In Good Standing”, which the AKC template does not do, but which is extremely important in matters such as serving on a Committee or on the Board and in discipline.

Section 3 maintains the 2008 language except that it references the Annual Dues Policy which is determined by the Board.

Section 4 pertains to election to membership. The applicant applies on the required form. The AKC template states that only the Board is to vote on an applicant with no input from the membership, something the AEDCA currently allows. The proposed amendments state that the Corresponding Secretary will present the applications to the Board, then the Corresponding Secretary will email the membership notifying them of the application. Members may provide comments on the applicant until the next Board meeting, at which time the Board will vote on the applicant. Standard AKC template provisions are now included in the event that the Board fails to approve the applicant.

Language changes regarding an applicant appealing their rejection of membership by the Board allows for members attending through electronic means to vote on the applicant’s appeal provided proper notice is given of the Annual Meeting.

Section 5 pertaining to termination of membership adds some new language. Only members who are in good standing and not in debt to the Club may resign. Lapsing members will be reviewed by the Board in April; if a member is not in good standing, they will not be allowed to lapse.

ARTICLE III MEMBER MEETINGS

This Article uses AKC template language.

Section 1 pertains to the Annual Meeting and states that the Annual Meeting will be held between March 1 and May 31 in conjunction with the National Specialty if possible. The National Specialty is specifically allowed to take place between March 1 and June 30. The amendment also allows members to attend the Annual Meeting via electronic means. Virtual members who are eligible to vote will be counted in the determination of a quorum.

Section 2 pertains to Special Club Meetings and provides that a majority of the Board may call for a Special Club Meeting in addition to the President and a petition signed by 10% of the membership. It also allows for attendance by electronic means as well as for virtual members to be included in determining a quorum and voting.

The required notice for a Special Meeting must include the purpose(s) of the meeting, and no other business may be conducted. This change will prevent votes on important issues which were not provided for in the notice and allow all interested members to have their vote in the matter.

ARTICLE IV BOARD MEETINGS

The language for both **Section 1** and **Section 2** are taken directly from the AKC template. This language describes the manner in which the Board presently conducts its meetings.

ARTICLE V DIRECTORS AND OFFICERS

Most of the language in this Article is in the 2008 Bylaws but scattered among its provisions instead of wrapped up in one Article.

Section 1 specifies that the Board is comprised of the Officers and 4 other members (Directors) who are elected for two-year terms and serve until their successors are elected or they resign.

Section 2 defines the Officers and their respective roles using the language in the AKC template. It further makes provisions for the AKC Delegate which will be in effect upon successful approval to become an AKC Member Club. The amended Bylaws also remove the description of the News letter Editor and Parliamentarian from the description of the Board because they are NOT Board members.

Section 3 pertaining to vacancies has no changes.

ARTICLE VI THE CLUB'S FINANCIAL/FISCAL YEAR, VOTING, NOMINATIONS, ELECTION

This Article uses AKC template language.

The definition of the Club's Financial/Fiscal Year and Club Year is NOT changed and remains April 1 through March 31. This definition has been used since the Club was created over 35 years ago and has never caused any problems. **The membership knows this schedule for paying dues and the election cycle, and the Board decided not to make any more changes than absolutely necessary to get the Bylaws into AKC format.**

Section 1 puts the Fiscal Year definition into AKC format.

Section 2 specifies which of the five types of members have voting rights- Individual and Life

members. Foreign, Junior, and Associate members may not vote.

Section 3 states that the Board will be elected every two years as required by the AKC template.

Section 4 updates the Nomination procedures to that language required by the AKC template.

1. No one may be a candidate for office who has not been nominated and nominations must be done in the manner prescribed in the Bylaws. That language is in the 2008 Bylaws but not together at the beginning of the nomination procedure.
2. Specifies that the Nominating Committee will be elected by the membership at the Annual Meeting of each odd-numbered year (this requirements has always been in the 2008 Bylaws but never done). The proposed change states that no member of the Nomination Committee will be a candidate for any Board position, whether nominated by the Committee or running from the floor.
3. Specifies what the Nominating Committee will do and how it may conduct its business- no change from 2008 Bylaws.
4. Pertains to the work of the Nominating Committee and how it will conduct its business- no change from the 2008 Bylaws.
5. Pertains to the Nominating Committee submitting their slate of candidates to the Corresponding Secretary for distribution to the membership. The language in this paragraph is the same as the 2008 Bylaws but allows the Corresponding Secretary to notify the membership via email.
6. Pertains to nominations from the floor (membership). The language in this paragraph is the same as the 2008 Bylaws but allows the nominee(s) from the floor to submit the required forms electronically and in separate documents.
7. States that if no valid nominations from the membership for each office are received by January 1, the Nominating Committee's candidates will be declared elected. This language is the same as the 2008 Bylaws.

Section 5 pertains to the election. The most significant changes are that the requirement in the 2008 Bylaws for an outside third-party accounting firm to conduct the election is removed and electronic voting will be permitted. The outside accounting firm to conduct the paper-ballot election was costing the Club a significant amount of money for work which the Club can do responsibly and ethically. If these amended Bylaws are approved by the membership, the Board will put out for bid a third-party vendor to conduct electronic elections whereby only members may vote, the identity of each voter will be recorded, and tracing an individual vote to an individual voter will NOT be possible (ensuring a secret ballot).

1. Contains minor language changes to better specify that the election is held in even-numbered years, that the outside accounting firm is not required, and paper ballots must be returned to the Club no later than February 15.
2. Changes the recipient of the ballots from the outside accounting firm to the Corresponding Secretary.
3. Specifies that the ballots must be received by the Corresponding Secretary no later than February 15 to be valid.
4. This is a new paragraph designed to allow for electronic voting conducted by a third-party vendor.

If these amended Bylaws are approved by the membership, the Board will immediately develop a policy regarding electronic voting and secure the services of a vendor who meets the requirements.

5. This is a new paragraph describing that the Board will appoint a Ballot-Counting Committee between January 15 (deadline for mailing the ballots) and February 15 (deadline to receive paper ballots and to vote electronically). The Board shall appoint the members of the Ballot-Counting Committee which is chaired by a Board member who is not a candidate in the election or who is retiring and two other members in good standing.

6. This is a new paragraph requiring the vendor conducting the electronic voting to provide a list of voters to the Corresponding Secretary along with the electronic vote totals.

7. This paragraph requires the Ballot-Counting Committee to verify against the current membership list the names and addresses of each paper ballot.

8. The Ballot-Counting Committee will compare the list of electronic voters against the current membership list. If a member voted electronically and by paper, the paper ballot will NOT be counted, which prevents a voter from voting twice.

9. The Ballot-Counting Committee then opens the envelopes, mixes, and counts the paper ballots. They add the votes from the paper ballots totals of the electronic voting, certify the election results, and report to the President and Corresponding Secretary no later than February 25.

10. This paragraph has not changes except for the number of the paragraph.

11. The Corresponding Secretary notifies all nominees and retiring Officers and Directors before March 1st. The membership will be notified via email and in the next issue of the *AEDCA Review*. The new Board begins their term on March 1st and retiring Officers and Directors must turn over their properties and records prior to March 1.

ARTICLE VII COMMITTEES

The two brief Sections in this Article are taken directly from the AKC template. They allow the Board to create and terminate committees as needed to do the work of the Club. The 2008 Bylaws are overly prescriptive and list committees which cannot be terminated because doing so requires a Bylaws amendment.

ARTICLE VIII DISCIPLINE

The entirety of this Article is taken directly from the AKC template, with the exception of any language pertaining to “in good standing”. The deposit amount of \$100 is used because it is a significant amount of money to most members, and it will be forfeited if the Board does not entertain jurisdiction and hold a hearing.

ARTICLE IX AMENDMENTS

The entirety of this Article is taken from the AKC template. It is different than the language of the 2008 Bylaws.

ARTICLE X DISSOLUTION

The entirety of this Article is taken from the AKC template. It is different than the language of the 2008 Bylaws.

ARTICLE XI ORDER OF BUSINESS

The entirety of this Article is taken from the AKC template. It is different than the language of the 2008 Bylaws.

ARTICLE XII PARLIAMENTARY AUTHORITY

The entirety of this Article is taken from the AKC template. It is different than the language of the 2008 Bylaws.