

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.

ARTICLE I Name and Objects

SECTION 1. The name of the club shall be the American Eskimo Dog Club of America, herein referred to as “AEDCA” or the “Club.”

SECTION 2. The objects 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) encourage the organization of independent local specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club;
- (c) 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) conduct sanctioned matches, and licensed events for which the club is eligible, under the Rules and Regulations of The American Kennel Club.

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 from time to time revise such bylaws as may be required to carry out these objects.

BYLAWS

ARTICLE II Membership

SECTION 1. Eligibility. There shall be Individual, Foreign, Life, Junior and Associate 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. Additionally, persons under the age of 18 years of age will be open to Junior membership; Individual, Foreign, Life, and Associate memberships are available for persons 18 years of age and older. Individual and Life members have full voting rights and the ability to hold elected offices in addition to all other benefits of membership. Foreign, Junior, and Associate members are restricted from voting and from holding elected office, though otherwise enjoy all other benefits of membership.

SECTION 2. 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 January of each year. No member may vote whose dues are not paid for the Financial/Fiscal year. During the month of November the Treasurer shall send to each member a statement of dues for the Financial/Fiscal year.

Dues are initially set to:

- (a) Individual \$25.00 per year
- (b) Foreign \$25.00 per year
- (c) Life \$0.00 per year (after 30 years of uninterrupted membership)
- (d) Junior \$10.00 per year
- (e) Associate \$15.00 per year

SECTION 3. 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.

All applications for membership shall be filed with the Recording Secretary. Applicants may be elected by secret ballot at any meeting of the Board or by secret vote of the directors by mail. Affirmative votes of 2/3 of the directors present at a meeting of the Board, or of 2/3 of the entire Board voting by mail, shall be required to elect an applicant.

An application which has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next annual meeting of the club and the members may elect such applicant by secret ballot and a favorable vote of 75% of the members present and voting. Applicants for membership who have been rejected by the club may not reapply within 12 months after such rejection.

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

- (a) by resignation. Upon written notice to the Recording Secretary.
- (b) by lapsing. A membership will be considered as lapsed and automatically terminated 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 of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.
- (c) by expulsion. A membership may be terminated by expulsion as provided in Article VIII of these bylaws.

ARTICLE III Members 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 specialty show if possible, at a place, date, and hour as may be designated by the Board. 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 shall be able to 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.

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. 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.

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 thirty (30) 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.

ARTICLE V Directors and Officers

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.

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

(d) The Corresponding Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, and carry out such other duties as are prescribed in these bylaws.

(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 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 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.

(f) AKC Delegate. Among other duties, the Delegate shall report to the club all actions and matters discussed at AKC’s Quarterly Delegate Meetings. The Delegate is a Board appointed, non-voting member of the board. The term of service shall follow the normal 2 year board term. There is no limit to the number of concurrent 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.

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

SECTION 1. Financial/Fiscal Year

The Financial/Fiscal year shall begin on the first day of January and end on the last day of December.

SECTION 2. Voting

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

SECTION 3. Board Elections

The entirety of the Board of Officers and Directors shall be up for election every two years.

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
 - a. Selecting the Nominating Committee
 - i. A Nominating Committee shall be chosen by the Membership via electronic means. Alternative method(s) to electronic voting will be available to the membership.
 - ii. The Corresponding Secretary shall solicit volunteers from the membership by June 1st.
 - iii. Volunteers have until June 10th to accept the nomination to the slate of Nominating Committee candidates.
 - iv. Voting on the Nominating Committee candidates will begin June 15th.
 - v. Voting on the Nominating Committee candidates will close June 25th.
 - vi. The top three candidates by vote tally shall be announced by July 1st.
 - b. The Committee shall consist of three Members, all in good standing, no more than one of whom may be a Member of the current Board of Directors.
 - c. The Committee shall abide by all portions of Article VI of these bylaws.
 - d. The Committee shall be the point of contact for all nominees and interested members.
 - e. The Committee shall be coordinating the process, not independently creating a slate.

- f. In coordination with the Corresponding Secretary, the nominating committee will disseminate information to the membership in the processes and deadlines.
3. Nominations
 - a. Any member in good standing may nominate another member in good standing for any board role. Electronic and paper-based nomination procedures will be made known to the membership.
 - b. The nominating committee shall facilitate the nomination processes, aiding in all members' or nominees' efforts in this process.
 - c. If there are no nominations for a Board Officer position, the current person holding that office may choose to remain and run unopposed on the ballot.
 - d. No write-in candidates are allowed.
 4. Candidates
 - a. No person shall be nominated for more than one position. If this occurs the nominee must formally choose one position and decline the other(s) she or he has been nominated to hold.
 - b. A nominee must accept the nomination to officially become a candidate on the election slate. The nomination committee shall maintain a record of this acceptance.
 - c. Each candidate shall provide biographical information, experience, and other details to be presented to the membership.
 5. Election
 - a. Deadlines:
 - i. July 1st - Nominating Committee established.
 - ii. First Tuesday following the first Monday of September - Nomination Deadline 11:59 PM Eastern Time.
 - iii. Second Tuesday following the first Monday of September - Acceptance of Nomination, Certification of Eligibility, and Biographical information provided by the Nominating Committee to Board. Nominating Committee is disbanded upon acceptance of this information and all supporting documentation/records.
 - iv. October 1st - Electronic publication of ballot along with accompanying biographical information. Opening of voting.
 - v. First Tuesday following the first Monday of November at 11:59 PM Eastern Time - closure of electronic voting. All paper ballots must be received by this date.
 - vi. Second Tuesday following the first Monday of November - Opening of run-off election (if needed).
 - vii. Fourth Tuesday following the first Monday of November at 11:59 PM Eastern Time - Closure of electronic voting in run-off election. All paper ballots must be received by this date.

- viii. First full week of December, the membership is notified of the new board by the Corresponding Secretary.
- b. Contested Officer elections require a majority of votes, in the event of any Officer position not receiving a majority of the vote, the top 2 vote getters shall compete in a run-off election.
- c. The top four vote At-large Board Member nominees shall be elected. If more than 4 nominees are within the top 4 vote tallies, those candidates shall compete in a run-off election with ranked voting.

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.

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. Written notarized charges containing specific facts signed under oath ("Charges") must be filed in duplicate with the Recording Secretary together with a deposit, the amount to be established by the Board which shall be forfeited if such charges are not sustained or entertained by the Board. The Recording Secretary shall promptly send a copy of the Charges to each Board member or present them at a 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. If the Board considers that the Charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the Charges, it shall fix a date for a hearing by the Board 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.

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 six 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 committee's decision and penalty, if any.

SECTION 4. Expulsion. The members 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.

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 three months of the date when the petition was received by the Recording Secretary. Proposed amendments to the standard for the breed must be submitted to the members with recommendations of the Board by the Corresponding Secretary for a secret vote following the procedures established by the AKC Board of Directors.

SECTION 2. The constitution and bylaws may be amended at any time or the Standard for the breed in accordance with AKC policies, provided a copy of the proposed amendment has been 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 action to be taken 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 date received, by which date the ballots must be returned to the Corresponding Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

No amendment to the constitution bylaws that is adopted by the club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

ARTICLE 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, but 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.

ARTICLE XI Order of Business

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
- Reports of committees
- Unfinished business
- New business
- Adjournment

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.