

## 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 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 Objectives

**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 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) 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 (“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) 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 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.

# 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 who reside inside the borders of the United States of America. 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 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.”

**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 Financial/Fiscal year. During the month of February the Treasurer shall send to each member a statement of dues for the 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.

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.

**SECTION 5. Termination of Membership.** Memberships may be terminated:

(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.

### **ARTICLE III. Member 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 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**

**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.

## **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. Officers and Directors are not subject to term limits and will serve until a successor is elected or they resign their position.

**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 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. 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.

## **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 April and end on the last day of March.

**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 elected in February of each even-numbered year.

### **SECTION 4. Nominations.**

(a.) 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.

(b.) 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.

(c.) 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.

(d.) 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 obtain the consent of each such nominee, and shall consider the geographical diversity of Board candidates insofar as is practicable.

(e.) The Nominating Committee shall then submit its candidate slate no later than November 1st of each odd-numbered year to the Corresponding Secretary, who shall 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 of each odd-numbered year.

(f.) Following the Nominating Committee's report, members may submit additional nominations to the Corresponding Secretary in writing no later than January 1st of each 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.

(g.) 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 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:

(a.) 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 even-numbered year, by the Corresponding Secretary, and must be returned by the voter to the Corresponding Secretary no later than February 15th of each even-numbered year.

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

(c.) Ballots shall be counted only if received by the Corresponding Secretary no later than February 15th of each even-numbered year.

(d.) 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, February 15<sup>th</sup> of each even-numbered year 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.

(e.) During the period January 15 to February 15 of each even-numbered year, the Board shall appoint a Ballot-Counting Committee made up 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.

(f.) 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.

(g.) The Ballot-Counting Committee will verify that the names and return addresses of the paper ballots are from members in good standing by checking them against the current membership list.

(h.) The Ballot-Counting Committee will then compare the names from the electronic ballots to the names on the paper ballots to ensure that no member cast more than one vote. In the event that a member did cast an electronic vote 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 25<sup>th</sup> of each even-numbered year.

(j.) 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.

(k.) The Corresponding Secretary shall notify all nominees and retiring Officer and/or Director holders of the election results before March 1st of each even-numbered year. The membership shall be notified of the election results via email no later than March 1<sup>st</sup> of each even-numbered year and shall be included 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 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 no later than March 15<sup>th</sup> of each even-numbered year.

## **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 or the AKC.

Written charges containing specific facts ("Charges") must be filed with the Corresponding Secretary together with a \$100 deposit. This deposit 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 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. If the Board considers that the Charges do not allege conduct which would be prejudicial to the best interests of the Club or the AKC, 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 who has preferred Charges pending against them (Corresponding Secretary is in receipt of charges) 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 committee's decision and penalty, if any.

**SECTION 4. Expulsion.** In the event the Board or the Board's appointed committee 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's 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 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 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 the receipt of the petition.

**SECTION 2.** The Constitution and Bylaws may be amended at any time. A copy of the proposed amendment(s) will be sent by the Corresponding Secretary to each member in good standing accompanied by a ballot on which a choice for or against the proposed action 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 return valid ballots and/or vote electronically within the time limit shall be required to effect any such amendment.

**SECTION 3.** The Breed Standard may be amended at any time in accordance with AKC

policies. A copy of the proposed amendment(s) will 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 proposed change(s) 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. 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.

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 return valid ballots and/or vote electronically within the time limit shall be required to effect any such amendment.

**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.

## **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.

## **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
- Report of Delegate
- 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.