

OTTERHOUND CLUB OF AMERICA, INC.

CONSTITUTION

Section 1. The name of the Club shall be The Otterhound Club of America, Inc., hereafter referred to as the Club. The Club is incorporated in the State of Maryland as a 501(c)(4) organization, in compliance with the applicable laws of that State and the Internal Revenue Code applicable to such organizations.

Section 2. The objects of this Club shall be:

- a) to encourage and promote quality in the breeding of purebred Otterhounds and to do all possible to bring their natural qualities to perfection.
- b) to encourage the organization of independent local specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club.
- c) to urge members and breeders to accept the Breed Standard as approved by the American Kennel Club as the only standard of excellence by which Otterhounds shall be judged.
- d) to do all in its power to protect and advance the interests of the breed by advocating responsible ownership and breeding of Otterhounds and by encouraging sportsmanlike competition at dog shows and any other event for which the Club is eligible under the rules and regulations of the American Kennel Club.
- e) to conduct sanctioned matches, specialty shows, and other events for which the Club is eligible under the rules and regulations of the American Kennel Club.

Section 3. The Club shall be conducted and operated as a not for profit, and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual except that the Club will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth above. The Club will not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except to the extent allowed under Section 501(c)(4) of the Internal Revenue Code and the regulations there under.

Section 4. The members of the Club shall adopt and may from time to time revise such Bylaws as may be required to carry out these objects.

OTTERHOUND CLUB OF AMERICA, INC.

BYLAWS

ARTICLE I - MEMBERSHIP

Section 1. **Eligibility:** There shall be five types of membership, open to all persons 10 years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. A member shall be deemed to be in good standing when:

- a) all dues and other obligations owing to the Club by such member are current, and
- b) such member's membership has not lapsed or terminated in any manner, and
- c) such member has not been suspended or expelled per the provisions of these Bylaws.

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

Couple Membership – (defined as two (2) adults residing in the same household) Enjoys all Club privileges including the right to vote and hold office. Each person over 18 years of age is entitled to a vote.

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

Honorary Membership – Pays no dues and is not eligible to vote or hold office. However, such members can maintain Regular Membership if they pay their dues. Honorary Memberships are conferred by vote of the Board of Directors.

Junior - Open to persons 10-17 years of age. Junior members cannot vote or hold office and may automatically convert to Regular Membership upon reaching their 18th birthday and signing the Code of Ethics.

Section 2. **Dues:** Dues are payable on or before the 1st day of June each year. No member may vote whose dues are not paid for the current year. During the month of April, members will be notified of annual dues being due either by publication of the membership renewal information in *The Voice* or by direct mail from the Treasurer. Membership dues shall be decided by the Board of Directors but they may not be raised or lowered by more than twenty-five percent (25%) in any one fiscal year.

Section 3. **Election to Membership:** Each applicant for membership shall apply on a form approved by the Board of Directors. That form, when signed, shall verify, that the applicant agrees to abide by this Constitution, Bylaws, Code of Ethics and the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members who are in good standing. Accompanying the application, the

prospective member shall submit dues payment for the current year. The Secretary shall submit the name of the applicant to the Board for approval. If no objection to the applicant is raised by an Officer or Director within thirty (30) days, the applicant shall be deemed elected to membership. If the applicant is objected to by an Officer or Director, the Secretary shall prepare a written ballot with the applicant's name for a formal vote of the Board by mail. An affirmative vote by a majority of the entire Board shall be required to elect an applicant objected to by an Officer or Director. An application that not been approved by the Board may be presented by one of the applicant's endorsers at the next Annual Meeting of the Club, and the Club may elect such applicant by favorable vote of seventy-five percent (75%) of the members present. Applicants for membership who have been rejected by the Club may not reapply within twelve (12) months after such rejection.

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

- (a) By resignation. Any member in good standing may resign from the Club upon written notice to the Secretary, but no member may resign when in debt to the Club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.
- (b) By lapsing. A membership will be considered lapsed and automatically terminated if the member's dues remain unpaid sixty (60) days after the first day of the fiscal year; however, the Board may grant an additional thirty (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 VI of these Bylaws. If one member of a Couple Membership is expelled, the remaining member may continue as Regular Member.

ARTICLE II - MEETINGS

Section 1. Annual Meeting: The Annual Meeting of the Club shall be held in conjunction with the Club National Specialty Show. Notice of the Annual Meeting shall be made either by publication of the Annual Meeting information in *The Voice* or by direct mail from the Secretary to each member at least thirty (30) days prior to the date of the meeting. The quorum for the Annual Meeting shall be ten percent (10%) of the Regular or Couples members in good standing, or twenty (20) voting members in good standing, whichever is greater.

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 a meeting of the Board or who vote by mail, and shall be called by the Secretary upon receipt of a petition signed by ten percent (10%) of the members of the Club who are in good standing. Such a meeting shall be held at a place, date and hour as may be designated by the Board of Directors. Written notice of such a meeting shall be mailed by the Secretary at least twenty-one (21) days and not more than thirty (30) days prior to the meeting. The notice of such meeting shall state the purpose of the meeting and no other Club business shall be transacted. The quorum for such a meeting shall be ten percent (10%) of the Regular or Couples members in good standing, or twenty (20) voting members in good standing, whichever is greater.

Section 3. **Board Meetings:** The first meeting of the newly elected Board shall be held in the month of June. Other meetings of the Board shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. Written notice of such other meeting shall be mailed, or electronically mailed, by the Secretary to each member of the Board of Directors at least fourteen (14) days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board voting in person or by mail.

Section 4. **Board Business:** Any action that may be legally taken by the Board at a duly called and held meeting may just as effectively be taken by the Board by mail or e-mail, fax, teleconference or video teleconference. E-mail voting by replies directly to the Secretary may be used for all types of business provided that:

1. every Board member is provided with a means to participate;
2. the identity of each individual participating is verified;
3. a mechanism is in place to ensure that all Board members are participating, and;
4. each year, all Board members agree to participate in this manner.

Items voted on by mail, e-mail, fax, and teleconference or video conference must be confirmed in writing by the Secretary, preferably by issuing Board Meeting Minutes, within seven (7) days. Members of the Club shall be duly informed of all business by the Board.

ARTICLE III - DIRECTORS AND OFFICERS

Section 1. **Board of Directors:** The Board of Directors shall be composed of a President, Vice-President, Secretary, Treasurer, five (5) Directors, and the Immediate Past President who remains on as a nonvoting member of the Board. All shall be members in good standing who are residents of the United States. They shall be elected for one (1) year terms as provided in Article IV, and they shall serve until their successors are elected, except in the case of the Past President, who will serve a single one (1) year term, which is not subject to the eight (8) year term limitation, and the Director Emeritus, who retains that position until he/she chooses to retire, or for life, based on continued Board approval. Each elected Director or Officer is limited to an eight (8) consecutive year term on the Board of Directors in any role or combination of roles. The 8-year term limit is based on terms to which the Director or Officer is elected, rather than appointed. Term limit calculation begins with the first election after these Bylaws are fully approved. After eight (8) years, Board members reaching this limit are required to spend at least one year off the Board. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. **Officers:** The Club's officers, consisting of the President, Vice-President, Secretary, and Treasurer shall serve in their respective capacities both with respect to the Club and its meetings. Responsibilities of the Director Emeritus, if that position is conferred by the Board, and AKC Delegate are also included below.

- (a) The President shall preside at all meetings of the Club and the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those

- particularly specified in these Bylaws. The President is a member of the Board, without voting privileges, except when needed to break a tie.
- (b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
 - (c) The Secretary shall keep a record of all meetings and activities of the Club and the Board and shall keep all of the Club's non-fiscal records and archives and any other historical material not residing with the American Kennel Club or the Club Historian. The Secretary shall have charge of correspondence, notify new members of their election to membership, notify members of meetings, keep a record of votes taken by mail, notify Officers and Directors of their election to office, keep a roll of the members of the Club and their addresses, and carry out other such duties as are prescribed by these Bylaws.
 - (d) The Treasurer shall collect and receive all monies due or belonging to the Club and deposit same in a bank approved by the Board in the name of the Club. The Treasurer's books shall be open at all times to the inspection of the Board, and the Treasurer shall submit monthly financial statements to the Board and to *The Voice* for publication to the membership in each issue of the Club newsletter. Additionally, at the Annual Meeting he/she shall render an account of all monies received and expended during the previous fiscal year. A Board member other than the Treasurer will be responsible, on a monthly basis, for review of the accuracy of checks written against billings received by the Treasurer. The Treasurer will be responsible for the collection of members' dues, for the filing of any tax-related documents required by law, and for the payment and/or renewal of any insurances approved by the Board. The Treasurer will draft an annual budget for review and approval by the Board. The Treasurer shall be bonded in such amount as the Board shall determine, as shall all other signatories.
 - (e) The Immediate Past President serves primarily in a consultative role to the President and the Board and helps assure an adequate transition period. The Immediate Past President serves in a nonvoting role and serves for one (1) year. The Immediate Past President position is available to, and assumed to be filled, by every President who completes his/her term as President. When his/her term is concluded, and if they do not exceed his/her term limit, they may run for another position on the Board.
 - (f) Director Emeritus is a position occasionally conferred by the Board. The Director Emeritus will serve at the discretion of the Board until he/she chooses to retire from the position. The Director Emeritus is a member of the Board without voting privileges and serves in a consultative role on the Board.
 - (g) AKC Delegate: The Delegate to the American Kennel Club shall be appointed every two (2) years by the Board of Directors. The American Kennel Club Delegate shall function to provide a forum for discussion of topics of concern between the Board of Directors, Club members, and the AKC as well as to promote better communication of and greater access to the proceedings of the AKC Board. The Delegate will attend at least one American Kennel Club Delegate meeting each year of his/her term.
 - (1.) Qualifications of the Delegate: The Delegate shall be a Club member in good standing who shall serve for two years. The Delegate may be, but need not be, an Officer or a member of the Board.

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

Section 3. **Vacancies:** Any vacancies occurring in the Board or among the Officers during the year shall be filled until the annual election by a majority vote of the members of the Board; except that a vacancy in the office of the President shall be filled automatically by the Vice President, and the resulting vacancy of the Vice-President shall be filled by the Board. Vacancies created by Director or Officer resignation will be filled within 30 days of official notification of resignation, except in the case of Directors resigning during the last quarter of the fiscal year, in which case such Directors would be replaced at the time of the next Club election.

Section 4. **Director and Officer Discipline:** If an Officer or Director fails to fulfill the duties of his or her office as set forth in these Bylaws, the other members of the Board, through the Secretary, may notify that Officer or Director in writing of such non-performance. If the Officer or Director continues to fail to fulfill the duties of the position, the other members of the Board, by a $\frac{3}{4}$ majority vote, may remove that Officer or Director and appoint a replacement in accordance with these Bylaws.

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

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

Section 2. **Voting:** At the Annual Meeting or at a special meeting of the Club, voting shall be limited to those regular members in good standing who are present at the meeting, except for the annual election of Officers and Directors, amendments to the Constitution and Bylaws, Code of Ethics, and the Breed Standard which shall be decided by written ballot and cast by mail. Voting by Proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for the decision of the members by written ballot cast by mail.

Section 3. **Annual Election:** The election of Officers and Directors shall be conducted by ballot. Election of Officers and Directors will be subject to the requirements documented in Article III, Section 1 of these Bylaws. Ballots to be valid must be received by the Secretary before the fifteenth (15th) of May. Ballots shall be counted by the Secretary. The person receiving the largest number of votes for each position shall be declared elected. If any nominee is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided in Article III, Section 3.

Section 4. Nominations and Ballots: No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws. A Nominating Committee shall be chosen by the Board of Directors before October 30. The Committee shall consist of three (3) members and two (2) alternates, all members in good standing, not more than one (1) of whom may be a member of the current Board of Directors. The Board shall name a chairperson for the Committee. The Nominating Committee may conduct its business by mail, telephone, fax, or e-mail.

- a) The Nominating Committee shall nominate from among the eligible members of the Club one (1) candidate for each office and for each position on the Board of Directors and shall procure the written acceptance and a resume of experience of each nominee so chosen. The Nominating Committee shall notify the Secretary in writing of their selections on or before January 1st, and the slate shall be mailed by the Secretary to each member or cause to be published in the first available issue of *The Voice* on or before March 1st so that additional nominations may be made by the members if they so desire. The Nominating Committee should consider the geographical representation of the membership on the Board to the extent that it is practical to do so. No member of the Nominating Committee, except the existing Board member, can be nominated by the Committee to run for office or Board.
- b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and received at his/her regular address on or before April 1st, signed by five (5) members in good standing and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate along with a resume of experience. No person shall be a candidate for more than one (1) position. The additional nominations that are provided for herein may be made only from among those members who have not accepted a nomination from the Nominating Committee.
- c) If no valid additional nominations are received by the Secretary on or before April 1st, the Nominating Committee's slate shall be declared elected on or before May 15th and no balloting will be required.
- d) If one or more valid additional nominations are received by the Secretary on or before April 1st, he/she shall, on or before April 15th, mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the states in which they reside, together with a blank envelope and a return envelope addressed to the Secretary marked "Ballot" and bearing the name of the members to whom it was sent. So that the ballots may remain secret, each voter, after marking his/her ballot, shall seal it in the blank envelope, which in turn will be placed in the envelope addressed to the Secretary. All ballots returned must be postmarked on or before May 15th. The Secretary and a second election inspector appointed by the Board (who shall not be a member of the Board nor a candidate for office) shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes and shall certify the eligibility of the voters as well as the results of the voting, which shall be announced by mail and on the Bulletin List.
- e) Nominations shall be made only in the manner provided above.

ARTICLE V – COMMITTEES

Section 1. The Board may appoint Standing Committees to advance the work of the Club in matters such as dog shows and any other events for which the Club is eligible under the rules and regulations of the American Kennel Club, trophies, annual prizes, membership, and other areas it may deem necessary to the functioning of the Club. Such committees shall always be subject to the final authority of the Board of Directors. Special committees may also be appointed by the Board to aid in particular projects. Upon completion of the project, the committee assigned to aid in that project will be dissolved.

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

Section 3. Any Committee or person appointed to a particular project is limited to spending no more than the amount designated by the annual budget for that Committee or project without the majority approval in writing from the Board of Directors.

ARTICLE VI – 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.

Section 2. **Charges:** Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the Breed. Written charges with specifications must be filed in duplicate with the Secretary with a fee of \$50. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proved, might constitute misconduct prejudicial to the best interests of the Club or the Breed. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interests of the Club or Breed, it may refuse to entertain jurisdiction. If the Board chooses to entertain jurisdiction of the charges it shall fix a date of a hearing not less than thirty (30) days nor more than ninety (90) days thereafter. The hearing will be conducted by the Board or a committee of not less than three (3) members of the Board. The Secretary shall promptly send one (1) copy of the exact charges to the accused member by certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes. Hearings may be held in person, by video conference, or by teleconference as determined by the Board, provided that all involved parties have reasonable access to the chosen method for conducting the hearing. If held in person, the location of the hearing shall be in reasonable proximity to the place of residence of the defendant and within the United States.

Section 3. **Board Hearing:** The Board or committee, if one is appointed, shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant must be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Board, after consideration of the committee's recommendation, if a committee has been appointed, may by a majority vote of those present reprimand [(A written reprimand directed exclusively to the member may be somewhat detailed but an official (published) reprimand should only indicate that subsequent to a board hearing "...member (X) was officially reprimanded as a result of charges filed by member (Y).")] or suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing, or until the next Annual Meeting if that will occur after six (6) months. If the Board deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such a case, the suspension shall not restrict the defendant's right to appear before his/her fellow members at the ensuing Club meeting that considers the recommendation of the Board or committee. Immediately after the Board or committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

Section 4. **Suspension:** If the Board votes to suspend a member, as provided under Section 3, that suspension shall be defined as a loss of the privileges associated with Club membership. The suspended member may pay dues during the period of the suspension. Unless expulsion is recommended, the period of the suspension shall be for a maximum of six (6) months and at the conclusion of the suspension period, and upon payment of any dues owed, all membership rights and privileges shall be restored. There shall be no appeal process for suspension and no refund or partial refund of dues owed to a member who has been suspended.

Section 5. **Expulsion:** Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon recommendation of the Board or committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his/her own behalf, though no new evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf. The membership shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VII -AMENDMENTS

Section 1. Amendments to the Constitution and Bylaws, Code of Ethics, and to the Breed Standard may be proposed, at any time, by the Board of Directors or by written petition addressed to the Secretary and signed by twenty percent (20%) of the members in good standing. Amendments proposed by such petitions shall be promptly considered by the Board of Directors.

Section 2. **Voting:** The Secretary shall mail to each member in good standing who is eligible to vote on the question, a copy of the proposed amendment, an explanation of its purpose and the

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

Section 3. **AKC Approval:** No amendment to the Constitution and Bylaws (or Breed Standard) shall become effective until it has been approved by the Board of Directors of the American Kennel Club. Notification of amendment approval and effective date shall be accomplished by publication in *The Voice* and via e-mail communication on the Bulletin List.

ARTICLE VIII - DISSOLUTION

Section 1. **Procedure:** The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club, other than for the purpose of reorganization, whether voluntary or involuntary, or by operation of the law, none of the property of the Club shall be distributed to any member of the Club, but after payment of debts of the Club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE IX - ORDER OF BUSINESS

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

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

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

Roll Call
Minutes of the Last Meeting
Report of the President
Report of the Secretary
Report of the Treasurer
Report of Committees
Review of New Member Applications
Unfinished Business
New Business
Adjournment

ARTICLE X - PARLIMENTARY AUTHORITY

Section 1 The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any other special rules of order the Club may adopt.