

## **CONSTITUTION**

These Bylaws are subject to and governed by the State of Arizona Not-For-Profit Corporation Laws and Articles of Incorporation of the Phoenix Field and Obedience Club. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Arizona State Not-For-Profit Corporation Act, the Arizona State Not-For-Profit Corporation Act will be controlling.

### **ARTICLE I**

#### **Name and Objects**

**SECTION 1.** The name of the Club shall be Phoenix Field and Obedience Club.

**SECTION 2.** The objects of the Club shall be:

- (a) To promote the training of purebred dogs;
- (b) To disseminate knowledge regarding obedience;
- (c) To conduct classes for the training of dogs and their handlers;
- (d) To encourage the training of judges;
- (e) To hold and support obedience matches, obedience trials and any other events for which the Club is eligible under the rules of the American Kennel Club;
- (f) To educate the public to the value of the well-trained dog and to bring better understanding between the dog and handler through proper training;
- (g) To promote cooperation and good sportsmanship among its members in the training and exhibition of dogs.

**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 I**

#### **Membership**

**SECTION I. *Eligibility.*** There shall be a voting membership open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. Types of membership include:

- (a) Regular (Individual): Enjoys all Club privileges including the right to vote and hold office.
- (b) Household: Two adult members residing in the same household, each eligible to vote and hold office.
- (c) Life: Those individuals who have been members for at least 25 years. Life members pay no dues but are eligible to vote and hold office.

**SECTION 2. *Dues.*** Membership dues shall be payable on or before the first day of July of each year, the amount to be determined by the Board of Directors not to exceed \$30. No member may vote whose dues are not paid for the Financial/Fiscal year. A lapse period of 60 days is allowed and an additional 30 days may be offered by the Board of Directors in meritorious cases. During the month of May, the Membership Chairman shall send to each member a statement of his dues for the ensuing year.

**SECTION 3. *Election to Membership.*** Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by this Constitution and Bylaws and the rules of the American Kennel Club. Accompanying the application, the prospective member shall submit dues payment for the Financial/Fiscal year.

All applications for membership shall be filed with the Membership Chairman and each application is to be read at the first meeting of the Board of Directors following receipt for their recommendation of approval or disapproval to the general membership. At the next General meeting the application will be voted upon and affirmative votes of 3/4 of the members present and voting at that meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the Club can reapply six months after the date of rejection.

**SECTION 4. *Termination of Membership.*** Members may be terminated:

- (a) By resignation. Any member in good standing may resign from the Club upon written notice to the Secretary.
- (b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year; however, the Board may grant an additional 30 days 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. Membership may be reinstated after lapsing by submitting a new application accompanied by payment of dues for the current year.
- (c) By expulsion. A membership may be terminated by expulsion as provided in Article VII, Section 4, of these Bylaws.

## **ARTICLE II**

### **Meetings and Voting**

**SECTION 1. *Club Meetings.*** Quarterly General Club meetings shall be held electronically or in person within 25 miles of the City of Phoenix, Arizona as may be designated by the Board. Written notice of each such meeting shall be sent via USPS or e-mail by the Secretary at least ten days prior to the date of the meeting. The quorum for such meetings shall be the voting members present, providing notice of the meeting has been given.

**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 and voting at any regular or special meeting of the Board; and may also be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held electronically or in person within 25 miles of the City of Phoenix at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be sent via USPS or e-mail by the Secretary at least 5 days and not more than 15 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 the voting members present, providing notice of the meeting has been given.

**SECTION 3. *Board Meetings.*** Monthly Board meetings, excluding July, shall be held electronically. Written notice of each such meeting shall be sent via USPS or e-mail by the Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

**SECTION 4. *Special Board Meetings.*** Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held electronically or in person within 25 miles of the City of Phoenix at such place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be sent via USPS or e-mail by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

**SECTION 5. *Voting.*** Each member in good standing whose dues are paid for the financial/fiscal year shall be entitled to one vote at any meeting of the Club at which the member is present. Proxy voting will not be permitted at any meeting or election.

## **ARTICLE III**

### **Directors and Officers**

**SECTION 1. *Board of Directors.*** The Board shall be comprised of 6 officers and 3 other persons, all of whom shall be members in good standing and all of whom shall be elected for one year terms at the Club's annual meeting as provided in Article V and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board.

**SECTION 2. *Officers' Duties.***

- (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 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; 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; 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, not more than once every club year; and carry out such other duties as are prescribed in these Bylaws.
- (d) The Treasurer shall collect 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 account 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.
- (e) The Training Director shall have the authority to conduct classes in the manner that best judgment and current working conditions shall direct. Decisions regarding the training program, however, should be influenced insofar as it is sound, by the wishes of the majority of the Board as voiced at a regular or called meeting with the Training Director present.
- (f) The Obedience Trial Chairman shall have complete charge of all trials to be held during the Chairman's term of office. Selection of dates, judges and secretary shall be submitted to the Board for final decision. The Trial Chairman will submit a complete show report within 60 days after each trial.

**SECTION 3. *Vacancies.*** Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of the members of the Board. However, a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of the Vice President shall be filled by the Board.

## **ARTICLE IV**

### **Miscellaneous**

**SECTION 1. *Limitation of Financial Responsibilities.*** The Board of Directors is empowered to expend the Club's funds either by a budget or by a special appropriation. No Club member may expend the Club's funds, nor dispose of, transfer, sell or encumber a Club asset without such approval by the membership or Board of Directors.

## **ARTICLE V**

### **The Club's Financial/Fiscal Year, Annual Meeting, Elections, Official Year**

**SECTION 1. *Financial/Fiscal Year.*** The financial/fiscal year shall begin on the first day of July and end on the last day of June.

**SECTION 2. *Annual Meeting.*** The annual meeting shall be held in the month of June, at which officers and directors for the ensuing year shall be elected by secret ballot from

among those nominated in accordance with Section 4 of this Article. They shall take office on the first day of July and each retiring officer shall turn over to the successor in office all properties, reports and records relating to that office within 30 days after the election.

**SECTION 3. *Nominations.*** The Board shall select a Nominating Committee and Committee chairman at the February Board meeting. The Committee shall consist of three members and two alternates, not more than one of whom may be a member of the Board. The Board shall name a chair for the committee and it shall be such person's duty to call a committee meeting before April 1st.

- (a) The Committee shall nominate one candidate for each position on the Board, and shall procure the acceptance of each nominee so chosen and immediately report their nominations to the Secretary.
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall, prior to the April General meeting, notify each member by e-mail or in writing of the candidates so nominated.
- (c) Additional nominations may be made at the April General meeting by any member in attendance provided that the person so nominated does not decline when their name is proposed. No person may be a candidate for more than one position.
- (d) Nominations cannot be made at the annual meeting in June or in any manner other than as provided in this Section.

**SECTION 4. *Elections.*** The election for Board positions shall be held by secret ballot at the annual meeting in June. The nominated officer candidates receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for the three other positions on the Board who received the greatest number of votes for such positions shall be declared elected. If no valid additional nominations are received at the April General meeting, the Nominating Committee's slate shall be declared elected and no balloting will be required. Any uncontested position will be automatically elected.

**SECTION 5. *Club's Official Year.*** The Club's official year shall begin on the first day of July and continue through the last day of June.

## **ARTICLE VI**

### **Committees**

**SECTION 1.** The President or Board may each year appoint standing or special committees to advance the work of the Club. Only voting members may serve on committees. 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 VII**

### **Discipline**

**SECTION 1. *American Kennel Club Suspension.*** Any member who is suspended from any of the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

**SECTION 2. *Charges.*** An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interest of the Club. Written notarized charges containing specific facts signed under oath (“charges”) must be filed in duplicate with the Secretary together with a deposit, the amount to be established by the Board. The Secretary shall promptly send a copy of the charges to each member of the Board 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 interest of the Club. If the Board considers that the charges do not allege conduct which would be prejudicial to the the best interest 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 six weeks thereafter. The 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 then 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, it’s finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board’s or the Board’s appointed committee’s decision and penalty, if any.

**SECTION 4. *Expulsion.*** Club members shall vote by secret ballot on any 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 VIII**

### **Amendments**

**SECTION 1.** Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary by 20 percent of the membership in good standing. Amendments 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 Secretary for a vote within three months of the date when the petition was received by the Secretary.

**SECTION 2.** The Constitution and Bylaws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and sent via USPS

or e-mail to each member at least two weeks prior to the date of the meeting. Bylaw amendments shall become effective once affirmatively voted on by the membership.

## **ARTICLE IX**

### **Dissolution**

**SECTION 1. *Dissolution.*** 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 dogs selected by the Board of Directors unless otherwise prohibited by State Law.

## **ARTICLE X**

### **Parliamentary Authority and Order of Business**

**SECTION 1. *Parliamentary Authority.*** The rules as 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.

**SECTION 2. *Order of Business.*** 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:

- Reading and approval of minutes
- Reports of officers
- Reports of standing committees
- Election of Board of Directors (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment