

ALBANY OBEDIENCE CLUB, INC.
CONSTITUTION AND BY-LAWS
(Modified March 8, 2024)

ARTICLE I
NAME AND OBJECTIVES

Section 1 The name of the Club shall be Albany Obedience Club, Inc.

Section 2 Objectives

1. To promote the advancement of all dogs and to protect the welfare of any and all dogs.
2. To protect and advance the interests of dog training by encouraging sportsmanlike competition at all events.
3. To foster and encourage responsible dog ownership.
4. To hold and support performance events under the rules of the American Kennel Club and other recognized Dog Clubs, Organizations and Associations at such places as may be so authorized.
5. To provide Community Service through education and outreach.

Section 3 The Club shall not be conducted or operated 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.

ARTICLE II
MEMBERSHIP

Section 1 Eligibility

1. Active Member: Active Members shall be all persons eighteen years of age and over who are in good standing with the American Kennel Club and who subscribe to the purpose of this Club. Active Members shall be entitled to vote on Club business and have full training privileges, and will be expected to attend Club meetings and participate in Club functions whenever possible.
 - A. Members' children under eighteen (18) years of age shall be entitled to training privileges, including taking a class at member rates, provided: 1) The parent/guardian holds a family membership. 2) The child is supervised either by a parent/guardian, or by an adult who holds the written permission of the parent/guardian to do so.
 - B. Upon turning 18, children who are not one of two adult members of the same household must apply for individual membership.
2. Associate Member: Associate Members shall be those members who wish to remain on the membership list, but shall have no voting or training privileges until such time as they may wish to again become Active Members.
3. Honorary Member: Honorary Members shall be those who have contributed notable service to the Club, but shall have no voting privileges. They shall be elected by two-thirds (2/3) approval vote of the membership present, this honor being limited to not more than one additional Honorary Membership each year.
4. Life Member: Life Member shall be entitled to voting and other regular privileges of the Club with dues totaling \$5.00 per calendar year OR the lifetime member may not have voting privileges of the Club with no payment of dues yearly. (1/2019) Nomination must first be submitted in writing to the Board of Directors for approval by two-thirds (2/3) approval of the Board members present at the meeting, voting to be by secret ballot. Upon approval of the Board, the proposed Life Membership

nomination shall be presented to the membership for two-thirds (2/3) approval of the members present, voting to be by secret ballot. This honor shall be given for outstanding service to the Club and shall be limited to one person or couple each year.

5. Conditional Member: Conditional Members shall be person(s) whose application for Conditional Membership has been accepted. Upon successful completion of the Conditional Membership requirements as put forth in Policy Forming Decisions M3 and M6, Conditional Members may apply and be considered for Active Membership. (3/24)

Section 2 Dues

1. Dues of an amount recommended by the Board and determined by the membership shall be payable on or before February 1 of each year.
2. Active Membership annual dues per person or per couple (any two adult members of the same house hold to be designated by name when application is made) entitles each single Active Member to one vote and each couple to two votes and to regular privileges of the Club. No member whose dues are not paid for the current year may vote.
3. Associate Membership may be changed to Active Membership at any time by submitting payment of the appropriate dues to the Membership Coordinator.
4. During the month of November, the Treasurer shall send to each member a statement of dues for the ensuing year and inform the Membership Coordinator as dues are paid and membership classification.

Section 3 Election to Membership

1. Individual applicants or one of the applicants for Family membership shall have completed the membership requirements policy at the Albany Obedience Club, Inc. Exception may be made on the recommendation of the Training Coordinator and the approval of the Board.
2. Every initial application for membership shall be considered an application for an Active Membership and shall be submitted on a form approved by the Board of Directors. Application shall state the name, address, telephone number and occupation of the applicant.
3. Following approval by the Board of Directors applicants may be elected at the attendance of the applicant's 4th meeting of the Club by the majority of the vote of those present.

Section 4 Termination of Membership

1. Resignation: Any member in good standing may resign from the Club upon written notice to the Membership Coordinator.
2. Lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid as of the last day of February; however, the Board may grant additional 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 the meeting.
3. Expulsion: A membership may be terminated by expulsion through procedures as specified in Article VII of this Constitution and By-Laws.

ARTICLE III MEETING AND VOTING

Section 1 Meeting Location

All meetings of the Club shall be held at the Albany Obedience Club Inc. facility. In the event the meeting

cannot be held at the facility, the meeting shall be held within twenty-five (25) miles of the City of Albany, or "virtually" i.e. via a medium such as Go To Meeting, Zoom, etc if circumstances require. **(11/2020)**

Section 2 General Membership Meetings

General Membership Meetings General Membership Meetings of the Club shall be held on the second Friday of January, March, May, July, September and November in each year, at such hour and place (either physical or virtual) as may be designated by the President. Written notice of each meeting shall be published in the Tailwagger at least ten (10) days prior to the date of the meeting. The quorum for such meeting shall be 10% of the Active Members or 30 Active Members present whichever is less. **(11/2020)**

Section 3 Special Membership Meetings

Special Membership meetings of the 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 meeting of the Board or by the Corresponding Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Notice of such meetings shall be conveyed by the Corresponding Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting and said notice shall state the purpose of the meeting and no other business may be transacted thereat. The quorum of special meetings shall be 10% of the Active Members or 30 Active members present, whichever is less.

Section 4 Board Meetings

Board Meetings Meetings of the Board of Directors shall be held monthly, at such date, hour and place (either physical or virtual) as designated by the President. Written notice of each such meeting shall be conveyed by the President or the Corresponding Secretary at least five (5) days prior to the date of the meeting. The quorum for such meeting shall be a majority of the Board. Any Board member missing six (6) meetings without good cause may be removed by a majority vote of the Board. **(11/2020)**

Section 5 Special Board Meetings

The President may call a special meeting of the Board when deemed necessary, and the Corresponding Secretary may call such a meeting upon receipt of a written request signed by at least three (3) Board members. Written notice of such meetings shall be conveyed by the President or the Corresponding Secretary at least three (3) days and not more than ten (10) days prior to the date of the meetings, and said notice shall state the purpose of the meeting and no other business may be transacted thereat. A quorum for such meeting shall be a majority of the Board. *(Revised 09/08/23)*

Section 6 Voting

Each Active Member in good standing and whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he/she is present. Proxy voting will not be permitted at any General or Special Membership meeting of the Club or election.

ARTICLE IV BOARD OF DIRECTORS

Section 1 Composition

1. The Board shall be comprised of the President, Vice President, Treasurer, Recording Secretary and

Corresponding Secretary who are designated as officers, Training Coordinator, Membership Coordinator, Volunteer Coordinator, two (2) Directors and Past President. All shall be Active Members in good standing. With the exception of the Past President, all shall be elected for one (1) year terms at the Club's Annual Meeting as provided in Article V or until their successor is elected. General management of the Club's affairs shall be entrusted to the Board of Directors within the bounds of policy determined by the membership.

2. Members of the Board shall serve in their respective capacities, both with respect to the Club and its meetings and the Board and its meetings.

Section 2 Duties: All members of the Board shall be responsive to the interests and concerns of the membership.

1. **The President:** duties shall include but not be limited to the following:

- A. Preside at all meetings of the Club and of the Board. The President shall appoint select committees with the Board as necessary.
- B. Serve as Ex-Officio member of all Standing Committees.
- C. Call Special Meetings of the Board and of the Membership.
- D. Participate, make motions and vote at the Board Meetings.
- E. Establish with appropriate consultation, agendas for all Board and General Membership Meetings.
- F. Perform such other duties as required and as are consistent with this constitution.

2. **The Vice President** shall:

- A. Have the powers and exercise the duties of the President in case of the President's absence or incapacity.
- B. Serve in the capacity of custodian of Club property.
- C. Conduct and maintain an inventory of Club property in conjunction with the Equipment Committee
- D. Provide his/her successor and the Treasurer with an inventory of such property at the Annual Meeting.
- E. At each membership meeting present a synopsis of Board Meetings.
- F. As required by the President, assist with a range of tasks or represent the club.

3. **The Treasurer** shall:

- A. Preside if both President and Vice President are absent or incapacitated.
- B. Collect and receive all moneys due or belonging to the Club and receipt thereof.
- C. Deposit same in a bank satisfactory to the Board in the name of the Club.
- D. Prepare a report of income received and disbursements made for monthly Board meetings and General Membership meetings.
- E. Make all financial records and reports available for inspection by the Board.
- F. At the Annual Meeting render an account of monies received and expended during the fiscal year.
- G. Serve as Chair of Budget Committee.
- H. Incorporate in the Annual report the inventory of Club property as provided by the Vice President acting as custodian.
- I. Prepare and submit the Not for Profit Tax return to IRS.
- J. Be bonded in such amount, as the Board of Directors shall determine, with the expense for this bonding to be borne by the Club.

4. The Training Coordinator shall:

- A. Develop, organize and train the Corps of Trainers.
- B. Provide a written outline of the course of training for each class unit, together with a statement of general policy for training procedure, for the use of the Trainers and the information of the membership that has been approved by the Board of Directors. Modification or addition to the procedures or course content shall be in the form of written addenda submitted to the Board of Directors for denial or approval.
- C. Serve as Chair of the Training Committee
- D. Schedule training classes.

5. The Registrar shall:

- A. Register Students for Classes
- B. Using the criteria established by the Training Committee for Obedience and Agility Classes, review new applicants, applications, gather information and make appropriate recommendation for class placement.
- C. Collect initiation fees, give receipt for such moneys received, and deliver such moneys to the Treasurer with an accounting thereof.
- D. Maintain a record of handlers enrolled as conditional members.
- E. The Registrar may attend Board meetings in a non-voting capacity.

6. The Recording Secretary shall:

- A. 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.
- B. Enter in the minutes of the Annual Meeting, a record of all dogs who have earned titles during the preceding year.
- C. Carry out such other duties as are prescribed in this Constitution and By-Laws.
- D. Keep a central file located on the grounds of Albany Obedience club to include but not be limited to the following:
 - 1) Minutes of all Albany Obedience Club Regular and Special Membership and Board meetings.
 - 2) Committee Reports
 - 3) All Treasurer's reports
 - 4) Membership List
 - 5) Inventory of Club Property
 - 6) Training records to include curriculum outline, training policies, training schedules, student evaluations, list of graduates, survey conducted to determine training needs of membership.
 - 7) All correspondence sent on behalf of the Club and any relevant background information.

7. The Corresponding Secretary shall:

- A. Have charge of General Correspondence, that is, correspondence that is not a function proper to other offices or committees.
- B. Notify members of Special meetings. Notify officers and directors of their election to office.
- C. Maintain a means of electronic communication among members.

8. The Membership Coordinator shall:

- A. Receive applications for membership.
- B. Review same for accuracy and eligibility in coordination with the Registrar

- C. Present applications to the Board and to the membership for approval or denial. D. Maintain a list of the members of the Club indicating name, address, e-mail address, telephone number, membership status and breed(s) of dog (s).
- E. Distribute copies of this list to the membership not later than March 1st of each year and or as requested.
- F. Notify new members of election to membership and provide each with a copy of Constitution and Bylaws.
- G. Notify unsuccessful applicants for membership of their non-acceptance.
- H. Provide membership data relative to volunteer interests to the Volunteer Coordinator.

9. The Volunteer Coordinator shall:

- A. Based on information provided by the Membership Coordinator, develop and maintain, on a continuing basis, an electronic database relative to the volunteer interest of the members. B. Coordinate with relevant committees and chairs of Club events and activities to determine their volunteer needs.
- C. Recruit volunteers for activities and events as indicated in (B) above
- D. In coordination with the Hospitality Committee and the Board, arrange for and conduct suitable volunteer recognition events.

10. The Director(s) shall:

- A. Serve as liaison to one or more of the Standing Committees.
- B. Report to the Board on the progress of the Committees.
- C. Serve as spokesperson for members.

11. The Past President Shall: Maintain continuity of Board actions by advising the President and other members of the Board as required.

Section 3 Vacancies

Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of all the members of the Board at its first meeting following the creation of such vacancy, except that 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 V

THE CLUB YEAR AND ANNUAL MEETING

Section 1 Club Year

The Club's fiscal year shall begin on the first day of February and end on the thirty-first day of January. The Club's official year shall begin immediately after the election at the Annual Meeting and shall continue through the election at the next Annual Meeting.

Section 2 Annual Meeting

The Annual Meeting shall be held in the month of January at which directors and officers for the ensuing year shall be elected, from among those nominated in accordance with Article VI. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records related to that office within ten (10) days after the election.

Section 3 Hospitality Night

The November meeting shall be designated as Hospitality Night for members who have joined the Club

during the past twelve (12) months.

Section 4 Nominating Meeting

The November meeting agenda shall include presentation of the Slate of Candidates developed by the Nominating Committee and any nominations from the floor for any office.

ARTICLE VI

NOMINATIONS AND ELECTIONS

Section 1 Nominating Committee

On or before September 10, the Board shall select a Nominating Committee consisting of five (5) members and two (2) alternates, not more than one (1) of whom may be a member of the Board. The Corresponding Secretary shall immediately notify the committee persons of their selection. The Board shall name the Chairperson for the Committee, who shall not be the Board Member, and it shall be his/her duty to convene a committee meeting, before September 24, and shall also publish the names of Nominating Committee in The Tailwagger.

Section 2 Nominations: No person may be a candidate in a Club election who has not been nominated. 1.

The Committee shall nominate one (1) candidate for each vacant position and two (2) candidates for the two (2) Directors on the Board.

A. Candidates shall be current active members in good standing for a minimum of one (1) year.

B. Candidates must have demonstrated service to the Club.

C. Candidates must be committed to Club Objectives.

D. Candidates must be willing to serve the full term of office for which they are being nominated.

2. After ascertaining the willingness of the candidates to serve, the committee chair shall, on or before October 10, report its nominations to the Corresponding Secretary in writing. Upon receipt of the Nominating Committee's report and at least fourteen (14) days prior to the date of the November meeting, the Corresponding Secretary shall notify each member, in writing, of the candidates so nominated.

3. Additional nominations may be made from the floor at the November meeting by any member in attendance and, upon being seconded, will be added to the election slate. No person may be a candidate for more than one (1) position. The additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.

4. Additional nominations cannot be made at the Annual Meeting or in any other manner than herein described.

Section 3 Elections

1. The Chairman of the Nominating Committee shall preside over election at the annual meeting and may not vote, except in case of a tie when a revote shall be called.

2. Each Active Member in good standing shall be entitled to one (1) vote for each candidate the Annual Meeting. The nominated candidate receiving the majority (more than 50%) of votes cast for each office shall be declared elected.

3. Officers for the ensuing year shall be elected by written secret ballot if more than one candidate is nominated for any office. The Recording Secretary shall upon a motion from the assembly cast the vote for an unopposed slate of officers.

Section 4 Terms of Office

1. The President and Vice President may not serve more than two (2) consecutive terms of office.
2. The Directors shall not serve more than three (3) consecutive terms as Director.
3. All other members of the Board have no Term of Office limits.

ARTICLE VII COMMITTEES

Section 1 Standing Committees

1. The Board shall appoint a Budget Committee and Training Committee.
2. The Board may each year establish additional standing committees and the chairpersons thereof to advance the work of the Club in such matters as obedience and agility trials, matches, trophies, annual awards, hospitality, service and other fields which may well be served by committees.
3. All committees shall always be subject to the final authority of the Board.

ARTICLE VIII DISCIPLINE

Section 1 American Kennel Club Suspension

Any member who is suspended from the privileges of the American Kennel Club and other recognized Dog Clubs, Organizations and Associations is automatically 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.

Section 3 Procedure for Filing charges:

1. Written charges, with specifications, must be filed in duplicate with the Corresponding Secretary, together with a deposit of \$25 which shall be forfeited if such charges are not sustained by the Board following a hearing.
2. The Corresponding Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting.
3. 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.
4. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than three (3) weeks or more than six (6) weeks thereafter.
5. The Corresponding Secretary shall promptly send a copy of the charges to the accused member by registered mail, together with a notice of the hearing and an assurance that the respondent may personally appear in his own defense and bring witnesses if he wishes.

Section 4 Board Hearing

1. The Board shall conduct a hearing at which both Complainant and Respondent may be represented by counsel.

2. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and respondent, the Board may, by a majority vote of those present, suspend the respondent from all privileges of the Club for not more than six (6) months from the date of the hearing.
3. In such case, the suspension shall not restrict the respondent's right to appear before his fellow members at the ensuing Special Club meeting which considers the Board's recommendation.
4. The call for the Special Meeting shall include charges, Board findings and recommendations.
5. If the Board deems that suspension is insufficient, it may recommend to the membership that the penalty be expulsion.
6. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Recording Secretary.
7. The Corresponding Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

Section 5 Expulsion

Expulsion of a member from the Club may be accomplished only:

1. At a Special meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article.
2. The special meeting of the Club shall be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion.
3. The respondent shall have the right of appearing in his own behalf or with counsel, though no evidence shall be taken at this meeting.
4. The President shall read the charges and the Board's findings and recommendations and shall invite the respondent and or counsel, if present, to speak in his behalf, if he/she wishes.
5. The members present shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion.
6. If expulsion is not so voted, the Board's suspension shall stand.

Section 6 Removal of Officers and Directors

Members of the Board shall be removed from office only for failure to carry out their Constitutional duties and/or a criminal act which results in a misdemeanor or felony Conviction.

1. A Petition for removal from the Board signed by at least 5 members of the Club specifying the nature of failure to carry out constitutional duties and/or criminal acts accompanied by a \$50 non-refundable fee, shall be submitted to the Corresponding Secretary unless Corresponding Secretary is the respondent, the petition shall then be submitted to the President.
2. The Board shall review the allegation(s) set forth within the petition for validity and upon a 2/3 vote of the Board shall refer the matter to a Special membership meeting. The respondent Board member(s) shall not participate in deliberation and voting of the Board on the merits of the petition.
3. A special Membership meeting shall be convened within 30 days of the Board's decision for the purpose of considering the petition. The petitioners must be present. The respondent may speak in his own behalf and be represented by counsel.
4. The members present shall then vote by secret written ballot on the petition. A two thirds (2/3) vote of those present and voting at the meeting shall be necessary for removal of the Board Member.
5. Removal need not result in expulsion or suspension from membership.

6. Removal from office becomes effective immediately.

ARTICLE IX DISSOLUTION

The Club may be dissolved at any time by written consent of not less than two-thirds (2/3) of the members. In the event of the dissolution of the Club, other than for the purposes of reorganization, whether voluntary or involuntary or by operation of the 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.

ARTICLE X AMENDMENTS

Section 1 Amendments

1. This Constitution and By-Laws may be amended by a two-thirds (2/3) vote of the members present and voting at any regular or special meeting called for the purpose, but the proposed amendments must be embodied in the call for the meeting and conveyed to each member at least two (2) weeks prior to the date of such meeting.
2. **Amendments become effective upon adoption unless otherwise specified.**

ARTICLE XI ORDER OF BUSINESS

Section 1 Meetings of the Board

The order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- Minutes of the last meeting read for approval
- Report of the Recording Secretary
- Report of the Corresponding Secretary
- Report of the Treasurer
- Report of the Training Coordinator
- Report of the Membership Coordinator
- Report of the Volunteer Coordinator
- Unfinished business
- New business
- Approval of Applications for Membership
- Adjournment

Section 2 General Membership Meetings

At General Membership 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 read for approval

Report of the President
Report of the Board
Report of the Recording Secretary
Report of the Corresponding Secretary
Report of the Treasurer
Report of the Training Coordinator
Reports of Committees
Election of Officers and Board (at Annual Meeting)
Unfinished business
New business
Adjournment

ARTICLE XI

ROBERT'S RULES OF ORDER

Section 1 Robert's Rules of Order shall govern all cases not specifically provided for herein.