

Constitution and Bylaws

CHARLES RIVER DOG TRAINING CLUB, INC.

Revised By-laws, Approved June 2021

CONSTITUTION

ARTICLE I: Name and Objects

SECTION 1. The Name of the Club shall be the Charles River Dog Training Club, Inc., incorporated as a non-profit organization in accordance with Chapter 180 of the General Laws of the Commonwealth of Massachusetts.

SECTION 2. The objects of the Club shall be:

- a. to promote the training of pure-bred dogs;
- b. to disseminate knowledge regarding obedience training;
- c. to conduct classes for the training of dogs and their handlers;
- d. to encourage the training of judges;
- e. to hold or support obedience trials, tracking tests, and sanctioned matches under the rules and regulations of The American Kennel Club;
- f. to promote cooperation and good sportsmanship among its members, as well as with other individuals, clubs, and groups, in the training and exhibition of dogs.

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.

SECTION 4. The members of the Club shall adopt and may from time to time revise such by-laws as may be required to carry out these objects.

BY-LAWS

ARTICLE I: Membership

SECTION 1. *Eligibility.* Membership shall be open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of the Club. Membership is unrestricted as to residence, but the Club's primary purpose is to be representative of the obedience exhibitors in its immediate area. There shall be four types of membership:

a. Individual membership for any person defined above who is 18 years of age and older. Such members are entitled to all the privileges of the Club and shall have full voting rights as prescribed herein.

b. Family membership shall be for any related persons defined above who are living in the same household and are 18 years of age or older. Such members are entitled to all the privileges of the Club and shall have full voting rights as prescribed herein, but they will be limited to two votes per membership.

c. Junior membership shall be open to persons 10-17 years of age. Junior members may not vote nor hold office. Such members may convert to individual or family membership upon reaching their 18th birthday.

d. Associate membership shall be open to persons 18 years of age and older. Such members are entitled to all privileges of the Club except voting and office holding. Applications should be filed with the Membership Chairperson but do not require sponsorship or approval as required for full membership. Associate members may apply for full membership in accordance with procedures outlined in Article I, Section 3.

SECTION 2. *Dues.* Annual dues shall be set by the Board of Directors and may not exceed \$35 for individual membership, \$50 for family membership, \$20 for junior membership, and \$30 for associate membership. Dues shall be payable on or before the 1st of November of each year. Any member whose dues are not paid for the current year may not vote at any meeting of the Club. Before the 5th of October, the Secretary shall send to each member a statement of dues for the coming 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 the Club's Constitution and By-laws, training policies, and the rules of the American Kennel Club.

The application shall state the name and address of the applicant, and it shall carry the endorsement of either two members or one member and one trainer. Sponsoring members must be in good standing with the CRDTC and the AKC. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Membership Chairperson. Each application is to be read at the first Board of Directors meeting following its receipt. Applications are read at the next meeting of the Club and read and

voted on by secret ballot at the following meeting of the Club. While a committee or Board of Directors may make recommendations on each application, an affirmative vote of 2/3 of the Club membership present is required.

Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection. Every applicant who has been duly elected shall promptly receive a membership card for the current year, a copy of the Club's Constitution and By-Laws, and a current membership list.

SECTION 4 *Termination of Membership*. Memberships 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. Dues obligations are considered debt to the Club, and they become incurred on the first day of each fiscal year.

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 of Directors may grant an additional 60 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.

c. by expulsion. A membership may be terminated by expulsion as provided in Article VI of these By-laws.

ARTICLE II: Meetings and Voting

SECTION 1. *Club Meeting*. Meetings of the Club shall be held at least six times each year (e.g. September, October, December, March, May and June) in the greater Newton area. The Board of Directors are responsible for calling the meetings. Notification of meetings must be in writing and be mailed by the Secretary at least 10 days prior to the date of the meeting. The quorum for Club meetings is 20 percent of the members in good standing. (Associate members are not included in the determination of a quorum.)

SECTION 2. *Special Club Meeting*. 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 of Directors and shall 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 within the greater Newton area 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 mailed by the Secretary at least five 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 20 percent of the members in good standing.

SECTION 3. *Board Meetings.* Meetings of the Board of Directors shall be held at least six times per year (e.g. September, November, January, February, March, and May) in the greater Newton area at such place, date, and hour as may be designated by the Board. Written notice of each such meeting shall be mailed by the Secretary at least five days prior to the date of the meeting. The quorum for a 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 in the greater Newton area at such place, date, and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be mailed by the Secretary at least five days and not more than ten 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 and whose dues are paid for the current year shall be entitled to vote (consistent with Article I, Section 1) at any meeting of the Club at which s/he is present. Proxy voting and absentee voting will not be permitted at any Club meeting or election.

ARTICLE III: Directors and Officers

SECTION 1. *Board of Directors.*

a. The Board shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer. These officers shall be elected for a term of two years. All officers, with the exception of the Recording Secretary, Corresponding Secretary and Treasurer, may serve no more than two successive terms in the same office. There shall be no limitation on successive terms for Secretary and Treasurer.

b. In addition to the officers named in part (a) of this section, there shall be Six Directors who shall be elected for a three-year term; only two are to be re-elected each year. Directors may serve no more than two successive terms. All such above-named persons shall be members in good standing and shall be elected at the Club's annual meeting, as provided in Article IV, and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

c. If deemed appropriate, the Board may elect from its members for one-year terms the positions of Assistant Secretary, Information Secretary, and Assistant Treasurer. The Assistant Secretary, if elected, shall assist the Secretary in the performance of the Secretary's duties. The Information Secretary, if elected, shall be responsible for all publicity regarding the activities of the Club and its members, and s/he shall keep the members informed of upcoming events and useful information involving dogs and dog ownership. The Assistant Treasurer, if elected, shall assist the Treasurer in the performance of the Treasurer's duties.

SECTION 2. *Officers.* The Club's officers, consisting of the President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer, shall serve in their 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 By-laws.

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. Notify members of meetings, notify officers and directors of their election to office, keep a roll of the members of the Club, with their addresses, and carry out such other duties as prescribed in these By-Laws.

d. The Corresponding Secretary shall have charge of the club correspondence with both the members & the public

e. The Treasurer shall collect and receive all monies due or belonging to the Club. He or she shall deposit the same in a bank designated by the Board, in the name of the Club. The books shall at all times be open to inspection of the Board, and s/he shall report to them at every meeting the condition of the

Club's finances and every item of receipt or payment not before reported; and at the annual meeting, s/he shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

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 all the remaining Board members at a meeting of the Board; 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 Vice-President shall be filled by the Board.

ARTICLE IV: The Club Year, Annual Meeting, Elections

SECTION 1. *Club Year.* The Club's fiscal year shall begin on the 1st day of September and end on the 31st day of August. The Club's official year shall begin immediately at the conclusion of 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 October (as prescribed in Article II, Section 1) at which Officers and Directors shall be elected by secret written ballot (except if there is only one slate as prescribed in Section 4 of this Article) from among those nominated in accordance with Section 4 of this Article. Officers and Directors shall take office immediately upon conclusion of the election, and each retiring officer shall turn over to his or her successor in office all properties and records relating to this office within 30 days after the election.

SECTION 3. *Elections.* The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 4. *Nominations.* No person may be a candidate in a Club election who has not been nominated. Before the 1st of May, the Board shall select a Nominating Committee consisting of three members (and two alternates) not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committee-persons of their selection. The Board shall name a Chairperson of the Committee, and it shall be such person's duty to call a committee meeting which shall be held on or before the 1st of June.

- a. The Committee shall nominate one candidate for each office and each other position to be filled on the Board. After securing the consent of each person so nominated, the Committee shall immediately report their nominations to the Secretary in writing.
- b. The Secretary shall then notify each member in writing (at least two weeks before the September meeting) of the candidates so nominated.
- c. Additional nominations of eligible members may be made from the floor at the September meeting by any member in attendance provided that the person so nominated does not decline when their name is proposed - and provided further that, if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.
- d. Nominations cannot be made at the annual meeting nor in any manner other than as provided in this section.

ARTICLE V: Committees

SECTION 1. Each year, the Board may appoint standing committees to advance the work of the Club in such matters as membership, obedience trials, matches, Club archives and properties, and other areas which may be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

SECTION 2. Any committee appointed may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee(s); and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI: Discipline

SECTION 1. *American Kennel Club Suspension.* Any member who is suspended from the privileges of the American Kennel Club shall be suspended automatically 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. Written charges with specifications must be filed in duplicate with the Secretary together with a

deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. 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 proven, might constitute conduct prejudicial to the best interests of the Club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing 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 registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his or her own defense and bring witnesses if s/he wishes.

SECTION 3. *Board Hearing.* The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his/her fellow-members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board 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 Board's decision and penalty, if any.

SECTION 4. *Expulsion.* Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his or her own behalf if s/he wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the

meeting shall be necessary. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII: Amendments

SECTION 1. Amendments to the Constitution and By-laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors 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 By-laws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for that purpose, provided that the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

ARTICLE VIII: 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 the event of the dissolution of the Club, other than for purposes of reorganization whether voluntarily 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 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. 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 last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committee
- Election of Officers and Board (at Annual Meeting)

Election of New Members
Unfinished Business
New Business
Adjournment

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

Reading of minutes of last meeting
Report of Secretary
Report of Treasurer
Report of Committees
Unfinished Business
Adjournment

ARTICLE X: 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.

FIRST AMENDMENT:

Within the Bylaws, responsibilities and duties pertaining to the holding of any type of club meeting, votes, or written communication, may be fulfilled and upheld via virtual (e.g.: video conferencing) or electronic (e.g.: email) means so long as all other requirements as outlined in the Articles of the Bylaws are met and satisfied.