

OTTERHOUND CLUB OF AMERICA, INC.

BYLAWS

ARTICLE I – MEMBERSHIP

Section 1. Eligibility. There shall be six (6) types of membership, open to all persons ten (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.

Family Membership (defined as two adults members residing in the same household) - Enjoy all Club privileges including the right to vote and hold office. Each person over the age of 18 is entitled to a vote.

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

Honorary Membership - an individual who has made significant contributions to the sport, breed, or the club; Honorary members do not enjoy voting or office holding privileges.

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

Life membership - Those individuals who have been members in good standing for 30+ years will have the opportunity to be recognized for this achievement by the Club Board. These individuals will earn the right to be called a Life member. These individuals will pay no dues but are eligible to vote and hold office.

Section 2. Dues. Dues are payable on or before the first (1) day of January. No member may vote whose dues are not paid for the current year. During the month of November 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. Memberships accepted into the Club during the last quarter of the year (October, November, December) will be valid through the next fiscal year. 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 and should not exceed \$40 for an individual or \$52 for a family.

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 2/3 secret vote 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. Good standing members from the previous fiscal year who allow their membership to lapse beyond the grace period need only fill out a renewal application and submit dues owed. Once received by the secretary/treasurer, they immediately become members in good standing.

(c) By expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws. If one member of a Family Membership is expelled, the remaining member(s) may continue as Regular Member(s).

ARTICLE II - MEETINGS AND VOTING

Section 1. Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which they are present. Proxy voting will not be permitted at any Club meeting or election.

Section 2. Annual Meeting. The Annual Meeting of the Club shall be held in conjunction with the Club National Specialty Show (between September and the end of November). 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 or electronically, 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 voting members in good standing, or twenty (20) voting members in good standing, whichever is greater. The Annual meeting may also be held electronically in accordance with state law, in person or via teleconference.

Section 3. 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 or may be held electronically. Written notice of such a meeting shall be mailed or sent electronically 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 voting members in good standing, or twenty (20) voting members in good standing, whichever is greater.

Section 4. 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, by teleconference or video conference.

Section 5. 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 transmitted electronically, teleconference or video teleconference. Electronic 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, *transmitted electronically in accordance with state law and AKC policy*, and teleconference or video conference must be confirmed in writing by the Secretary, preferably by issuing Board Meeting Minutes, within seven (7) days.

Section 6. 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 at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Such meetings may be held in person, by teleconference or video teleconference or transmitted electronically in accordance with state law and AKC policy. Notice of such meeting shall be transmitted to the board by the Secretary at least five days and not more than ten (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. The quorum for such a meeting shall be a majority of the board.

ARTICLE III - DIRECTORS AND OFFICERS

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. The Board of Directors shall be elected for two (2) year terms as provided in Article IV, and they shall serve until their successors are elected. Officers and directors' terms will be staggered. The President, Secretary and 3 Directors will be elected one year and the Vice-President, Treasurer and two (2) Directors will be elected the following year.

Each elected Director or Officer is limited to eight (8) consecutive years on the Board of Directors in any role or combination of roles. The 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 four (4) terms or eight (8) years, Board members reaching this limit are required to spend at least one (1) 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. When his/her term as Immediate Past President is concluded and he/she does not exceed his/her term limit on the board, the Immediate Past President 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 a member in good standing and shall be appointed every two (2) years by the Board of Directors and will attend AKC Delegate meetings. The Delegate may be, but need not be, an Officer or a member of the Board. Participation in the proceedings of the Board shall be as a non-voting member unless elected to the Board. Meetings of the Board shall be open to the Delegate.

(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 among the Officers or Directors 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 thirty (30) days of official notification of resignation, except Officers or Directors resigning after March 1 they would be replaced at the time of the next Club election or filled with a volunteer member chosen by the board.

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 January and end on the 31 day of December. The elected Officers and Directors shall take office at the beginning of June 1 and their term shall run until May 31 of the following year. Each retiring Officer shall turn over to their successor in office all properties and records relating to that office within thirty (30) days of assuming office.

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. If needed the Annual Meeting or a special Club meeting may be held electronically in accordance with state law, provided that all members have access to that electronic meeting. Voting by Proxy shall not be permitted. The board of directors may decide to submit other specific questions for decision of the members.

Section 3. Annual Election. The election of officers and directors in the Club shall be conducted by secret ballot in any manner provided for by the laws of the state in which the Club is incorporated. Ballots are to be validated and must be received by the Secretary or independent professional firm designated by the board. These must be postmarked by April twentieth (20). Electronic Ballots must be submitted by the twentieth (20) of April of the current year. Ballots shall be counted by three (3) inspectors of election who are members in good standing and not be a member of the current board or candidates on the ballot provided. However, the board may designate an independent professional firm to send, receive and count the ballots apart from the annual meeting. Election of Officers and Directors will be subject to the requirements documented in Article III, Section 1 of these By- Laws. Ballots shall be counted by the Inspector of Ballots appointed by the Board and the results will be sent to the Board of Directors no later than the twenty-fifth (25) of April of that year. 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 five (5) volunteer 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, or transmitted electronically.

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 1, 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 1 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 possible 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. No member appointed to the Nominating Committee, except the existing Board member, can resign from the committee and then be nominated for a Board position.

b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and received at his/her regular address or emailed on or before March 15, 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 March 15, the Nominating Committee's slate shall be declared elected on or before May 1 and no balloting will be required.

(d) If one or more valid additional nominations are received or postmarked on or before March 15, an independent professional firm designated by the board shall either electronically or by mail, on or before March 30 send 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. Should the board hire the firm to do a mail-in voting process they will send along with the ballot a blank envelope and a return envelope addressed to the designated professional firm marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking their ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope and return it in accordance with the directions provided addressed to the designated professional firm which 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 May 15. The designated professional firm may conduct the election electronically in which case ballots are due by midnight on April 20 and mailed ballots must be postmarked no later than April 20.

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 are 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 special 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 or other designated Board member if the Secretary is involved in the complaint 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 or 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 or other designated Board member 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. 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 or designated Board member, who, 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(s), 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 4d 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.

The Constitution and Bylaws may be amended at any time and the standard for the breed in accordance with AKC policies, provided a copy of the proposed amendment(s) has been mailed by the Secretary to each member in good standing on the date of the mailing, accompanied by a ballot on which they may indicate their choice for or against the action to be taken. The procedure described in Article IV, Section 4d of dual envelopes shall be followed. The notice 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 (or inspector of elections) to be counted. The favorable vote of two-thirds (2/3) of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment to the Constitution and Bylaws. Proposed amendments to the standard for the breed must be submitted to the

members with recommendations of the board by the Secretary for a vote following the procedures established by the AKC Board of Directors.

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. The Club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing and in accordance with state law. 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 pertaining to the health or preservation of the Otterhound Breed selected by the Board of Directors unless otherwise prohibited by state law.

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 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.

(Adopted by the OHCA Members in July 2022 and AKC in January 2023)