

Cleveland All-Breed Training Club, Inc.
BYLAWS

ARTICLE I
NAME

SECTION 1. NAME

The name of the Club shall be Cleveland All-Breed Training Club, Inc. hereinafter referred to as the Club. The Club shall be a Corporation organized not for profit and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual

ARTICLE II
OBJECT

SECTION 1. THE OBJECTIVES OF THE CLUB SHALL BE TO:

- A. promote the training of purebred dogs;
- B. disseminate knowledge regarding purebred dog training;
- C. conduct classes for the training of purebred dogs and their handlers;
- D. encourage the training of instructors and judges;
- E. hold and support obedience trials, agility trials, tracking tests, sanctioned matches, and other activities under the rules and regulations of the American Kennel Club; (AKC)
- F. promote cooperation and good sportsmanship among its members in the training and exhibition of purebred dogs.
- G. While the club does not require members reside or work within the geographic area of its headquarters, the club's purpose is to represent the purebred dog fancy in its immediate area.

ARTICLE III
MEMBERSHIP

SECTION 1. TYPES OF MEMBERSHIP

There shall be six types of membership:

- A. **REGULAR** – open to all persons 18 years of age and older, who subscribe to the purposes of the AKC and this Club.
- B. **REGULAR HOUSEHOLD** - open to two individuals 18 years of age or older residing in the same household, who subscribe to the purposes of the AKC and this Club
- C. **LIFE** – may be conferred upon any regular member in recognition of service to the Club. A unanimous recommendation by the Board and the affirmative vote by ballot of two-thirds of the members in attendance at a regular meeting of the Club at which such membership is considered shall be required to elect a life member.
- D. **ASSOCIATE** – A member who has either moved away from the area or who no longer is able or desires to participate as a Regular Member shall be eligible to join at the Associate Membership level. Applications for Associate Membership shall be filed with the Membership Chairperson but shall not require sponsors or require the approval process. Associate Members shall not serve on committees or act as an instructor or an office manager.

- 1 E. **STUDENT** – is open to all persons who are eighteen years of age or
2 older; who are not Regular, Regular Household, Life, or Associate
3 members, and who are enrolled in a current class session.
4 F. **JUNIOR** – is open to persons 10-17 years of age.
5

6 **SECTION 2. APPLICATION AND ELECTION TO MEMBERSHIP**
7

- 8 A. **Application Form** – The Membership Committee shall devise and submit to the
9 Board of Directors for approval an application form for Regular and Regular
10 Household Membership which shall be made available to persons who have an
11 interest in the Club activities. Application Forms for other classes of membership
12 shall be regulated by the Board of Directors. The applicant for Regular or
13 Regular Household Membership shall complete the form; enclose a check for
14 current dues; obtain the signatures of two members in good standing who are not
15 from the same household, have been members for at least one year, and who
16 endorse the applicant; and submit the form to the Membership Committee. The
17 Committee shall review the application form and send it to the Board of Directors
18 with one of the following statements: that the application be considered, that it
19 not be considered, no recommendation. Applications for other classes of
20 membership shall be submitted only to the Board of Directors.
21 B. **Board of Directors** – The Board of Directors shall review the application for
22 Regular or Regular Household Membership and the Membership Committee's
23 statement. The Board shall then send the application to the membership with
24 one of the following statements: that the application be approved, that it not be
25 approved, or no recommendation. The application and Board's statement shall
26 be read at three meetings of the Club. The name and location of the applicant
27 shall be published in the Club's newsletter or in the notice of the meeting at
28 which the membership shall be considered. Applications for Associate, Student,
29 and Junior classes of membership shall be acted upon by the Board of Directors
30 without submission to the Club membership. Applications for Life Membership
31 shall be acted upon by both the Board and the membership.
32 C. **Membership Action** – When the notice requirements have been completed, the
33 application shall be acted upon at a regular or special meeting of the Club at
34 which a quorum is present. A two-thirds affirmative vote by ballot shall be
35 needed to elect an applicant to membership. If the application is not approved,
36 the person may apply again after a six-month period.
37

38 **SECTION 3. RIGHTS OF MEMBERS**
39

- 40 A. **Ordinary Rights:**
41 **Ordinary:** The ordinary rights of membership shall include the right to be notified
42 of meetings, the right to attend meetings and functions of the Club, the right to
43 offer motions, the right to speak in debate, the right to vote, the right to hold
44 office, the right to receive publications, and any other right designated as an
45 ordinary right of membership by these bylaws, the parliamentary authority, or the
46 Board of Directors.
47 B. **Regular Members:** shall have all of the ordinary rights of membership
48 C. **Regular Household:** shall have all of the ordinary rights except that only one
49 member of the household may hold an office during the same term and only one
50 set of notices and publications shall be sent to a household.
51 D. **Life Members:** shall have all of the ordinary rights of membership but shall not
52 have the obligation to pay dues or attend meetings.
53 E. **Associate Members:** shall have none of the ordinary rights of membership
54 except the rights to be notified of and to attend meetings and functions, and to
55 receive those publications of the Club designated by the Board of Directors,

- 1 F. **Student Members:** shall have none of the ordinary rights of membership except
2 the rights to be notified and to attend meetings and functions, and to receive
3 those publications and awards of the Club designated by the Board of Directors.
4 G. **Junior Members:** shall have none of the ordinary rights of membership except
5 the rights to be notified of and to attend meetings and functions, and to receive
6 those publications and awards of the Club designated by the Board of Directors.
7

8 **SECTION 4. DUTIES AND RESPONSIBILITIES OF MEMBERSHIP**
9

- 10 A. To pay dues and fees in a timely fashion.
11 B. To obey the Bylaws and Policies of the Club and AKC
12 C. To conduct oneself according to the AKC Code of Good Sportsmanship.
13 D. When possible to attend and participate in Club meetings and functions.
14

15 **SECTION 5. DUES**
16

- 17 A. **Maximum Dues:** The dues of Regular, Household, Associate, and Junior
18 Members shall not exceed \$100.00 per year. Student dues shall be determined
19 by the Board of Directors and included in the class fee.
20 B. **Payment:** Dues of Regular, Regular Household, Associate, and Junior members
21 shall be payable on or before January 1 of each year. Dues shall be delinquent if
22 not paid by January 31 and membership shall be forfeited if dues are not paid by
23 March 1.
24 C. **Adjustment:** Dues of Regular, Regular Household, Associate, and Junior
25 members shall be fixed from time to time by the Board of Directors.
26 D. **Good Standing:** No member may vote or hold office whose dues are not paid
27 for the current year.
28 E. **Notification of Dues:** During the month of November, the Treasurer shall notify
29 each Member of the dues for the ensuing year. Those Members elected to the
30 membership during the last quarter of the fiscal year shall be exempt from paying
31 dues until the fiscal year following their election.
32 F. **Fiscal Year:** The fiscal year shall run from January 1 until December 31.
33
34

35 **SECTION 6. TERMINATION AND REINSTATEMENT OF MEMBERSHIP**
36

- 37 A. Membership may be terminated by:
38 1. **Resignation** – Any member in good standing may resign from the Club upon
39 written notice to the Recording Secretary. Resignation does not relieve a
40 member from debts due the club. Dues obligations are considered debts to
41 the club and they are incurred after the first day of the fiscal year.
42 2. **Forfeiture** – A membership will be forfeited and automatically terminated if
43 the member's dues remain unpaid sixty days after the beginning of the fiscal
44 year. Reinstatement of membership shall require the submission of a new
45 application along with payment of all past and current dues.
46 3. **Insufficient Funds** -- If a member pays a debt to the Club with insufficient
47 funds and does not make restitution within sixty days after an official
48 notification of such a deficiency, the Board by a majority vote may censure
49 the member.
50 4. **Expulsion** – A member may be expelled as provided for in the disciplinary
51 procedure explained in Article IX of these Bylaws.
52 B. Reinstatement of Membership
53 1. A person whose membership has been terminated through one of the
54 processes in Part A (above) shall be required to submit a new application
55 form, pay any outstanding dues, and be approved for reinstatement of

- membership by the process described in Article III, Section 2 of these bylaws.
2. An associate member who desires to upgrade his or her membership to Regular or Regular Household shall be required to submit a new application and be approved for membership by the process described in Article III, Section 2 of these bylaws.

ARTICLE IV OFFICERS

SECTION 1. TYPES OF OFFICERS

The Club shall have the following officers: a President, a Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer who shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

SECTION 2. DUTIES OF OFFICERS

- A. PRESIDENT** – shall preside at all meetings of the Club and of the Board of Directors, and shall have the duties and powers normally appertaining to the office of President in addition to those particularly specified in these Bylaws, the parliamentary authority, or as assigned by the Membership assembly or the Board of Directors. The President shall serve as the Agent of Record for the Corporation by registering with the Ohio Secretary of State's Office no later than 30 days following the date of taking office.
- B. VICE-PRESIDENT** – shall have the powers and exercise the duties of the President in case of the President's absence, temporary incapacity, resignation, removal, or death. The Vice-President shall be the Chairman of the Committee to review the Bylaws. The Vice-President shall have such other duties and responsibilities as are assigned to him by the Bylaws, parliamentary authority, the Membership assembly or the Board of Directors.
- C. RECORDING SECRETARY** – shall keep the minutes of all meetings of the Membership and Board of Directors, and make proper record of the same in a permanent form, which records shall be attested by the Recording Secretary and the President; shall keep a record of the attendance at each meeting of the Membership and Board of Directors; shall generally perform such duties as may be required of the office by these Bylaws, the parliamentary authority, the Membership assembly or Board of Directors.
- D. CORRESPONDING SECRETARY** – shall notify Members and the Board of Directors of regular or special meetings either directly or in the Club's newsletter; notify new Members of their selection to Membership; keep a current roster of the Members, with addresses, e-mail addresses, and phone numbers; and carry out such duties as are prescribed in these Bylaws, the parliamentary authority, the Membership assembly or the Board of Directors.
- E. TREASURER** – shall bill members for dues directly or through the Club's newsletter, and shall collect or receive all monies due or belonging to the Club. He or she shall deposit the monies in the name of the Club in a bank specified by the Board of Directors. Books shall at all times be open to inspection by the Board of Directors. The Treasurer shall report the Club's finances (receipts and expenses, and balances) at each Board meeting and at the first membership meeting of each fiscal year. He or she shall render an itemized account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in a sum appropriate to the amount of funds normally in the treasury. The annual premium for said bond shall be paid by the Club. The

records of the Treasurer shall be audited annually (to be completed in the first quarter of each fiscal year) and whenever the Treasurer leaves office prior to serving his or her full term. The Board shall appoint an Auditing Committee or hire a professional auditor. If a committee is appointed, at least one member shall be professionally familiar with accounting and auditing techniques. The auditing report shall be furnished to the members. The Treasurer shall not be a member of the Auditing Committee. The Treasurer shall file such legal and financial forms as are required by state and federal laws.

SECTION 3. VACANCIES

A. OFFICERS: Any vacancy occurring in an office during the year shall be filled for the unexpired term by a majority vote of the Board of Directors at a regular or a special 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 a majority vote of the Board of Directors until the next annual election. .

SECTION 4. RESPONSIBILITIES OF ELECTED OFFICIALS

All elected officers shall attend all meetings for the position to which they were elected. An officer or Director who is absent from three Board Meetings during the year without just cause approved by the Board of Directors, shall be removed from office by the Board of Directors by a majority vote. An AKC Delegate who is absent from three meetings of the AKC during the term without just cause approved by the Club's Board of Directors shall be removed from office by the Board of Directors by a majority vote.

**ARTICLE V
BOARD OF DIRECTORS**

SECTION 1. COMPOSITION: The Board shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and six Directors, all of whom shall be members in good standing.

SECTION 2. POWERS AND AUTHORITY OF BOARD:

A. The Board of Directors shall have full power and authority over the affairs and financial dealings of the Club except for the following.

- a. The election to membership in the Club;
- b. The expulsion of members;
- c. The election of officers and directors;
- d. The adoption of bylaw amendments and revisions;
- e. The dissolution of the Club;
- f. And any other power and authority reserved to the membership by these bylaws.

B. The Board shall have the power to act at all times and shall not be subject to the orders of the membership assembly except in the matters in Article V, Section 2 A referred to above.

SECTION 3. VACANCIES: If a vacancy occurs in a Director's position, the remaining members of the Board by a majority vote shall appoint a member to serve until the next annual election.

SECTION 4. DUTIES OF THE BOARD:

- A.** Adopt an annual budget at the first meeting of the fiscal year.
- B.** Appoint the Audit Committee.
- C.** Approve the auditing report each year.
- D.** Set the time, date, and location of Board meetings.
- E.** Set the time, date, and location of Club meetings.
- F.** Approve the schedule, content, and budget of all training and competitions.
- G.** Appoint standing committees.
- H.** Appoint Directors of Training.
- I.** As appropriate, give instructions to or bind the vote of the AKC Delegate.
- J.** Supervise the Head Office Managers.
- K.** Propose and adopt policies
- L.** Appoint the AKC Delegate
- M.** Act upon applications for membership
- K.** And conduct such other business as may be required by these Bylaws or by state or federal law or the affairs and finances of this Club.

SECTION 5. DIRECTORS OF TRAINING:

The Board shall appoint a Director of Obedience Training and a Director of Agility Training. These Directors shall outline the method of instruction to be used by the Club and shall have direct charge of all instructors and/or assistant instructors selected by them. These Directors shall submit a monthly report to the Board of Directors at least one day in advance of the Board meeting. These Directors shall appoint all Instructors and Assistant Instructors. The indemnification of the Training Directors and Instructors are the same as provided in Article X.

SECTION 6. BOARD MEETINGS:

Meetings of the Board shall be held monthly except December within the Greater Cleveland area at such hour and place as may be designated by the Board. Written or electronic notice of each such meeting shall be provided by the Corresponding Secretary at least five (5) days prior to the date of the meeting.

SECTION 7. SPECIAL MEETINGS OF THE BOARD:

A special meeting of the Board may be called by the President, and shall be called by the President upon receipt of a written request signed by at least three Members of the Board. All special meetings shall be held within the greater Cleveland area at such hour and place as designated by the President or by the signers of the written request. Notice of such meetings shall be sent by postal or electronic mail, at least seven days prior to the date of the meeting. Only business announced in the call of the meeting shall be conducted at the special meeting.

SECTION 8. QUORUM:

The Quorum for all meetings and emergency actions of the Board of Directors shall be a majority of the current number of Board members.

SECTION 9. MINUTES OF BOARD MEETINGS:

Minutes shall be kept of all Board meetings, except executive sessions, and shall be mailed or electronically sent to the Board members at least four days prior to the next meeting.

**ARTICLE VI
AKC DELEGATE**

1
2 **SECTION 1. APPOINTMENT**

3 A Delegate to the American Kennel Club shall be appointed by the Board of
4 Directors by a majority vote at their November meeting.
5

6 **SECTION 2. TERM OF OFFICE**

7 The AKC Delegate shall serve for a term of two years or until his or her
8 successor has been appointed and confirmed. The term shall begin on January
9 1 of the fiscal year following the appointment. For appointments that fill
10 vacancies, the term shall begin immediately after the appointment is made by the
11 Board.
12

13 **SECTION 3. QUALIFICATIONS**

14 The AKC Delegate does not have to be a member of the Board of Directors but
15 shall be a member in good standing of AKC and the CABTC.
16

17 **SECTION 4. POWERS, RESPONSIBILITIES, AND PRIVILEGES**

18 The AKC Delegate shall be authorized to act as a representative or agent for the
19 Club and have full power to vote in the Club's name on AKC business. The
20 Board of Directors of the Club, however, has the authority to issue instructions to
21 the AKC Delegate or bind the Delegate to vote in a certain way on specific issues
22 or in elections and appointments. The AKC Delegate shall submit a report to the
23 Board of Directors at least twice per year and at each Annual Meeting of the
24 Club. The AKC Delegate shall attend all officially called meetings of the AKC
25 Board of Delegates unless the Delegate presents an excuse acceptable to the
26 Club's Board of Directors. The AKC Delegate shall be responsible for
27 transportation, meals, lodging or other expenses while attending officially called
28 meetings. If funds are available, the Club's Board of Directors may vote to
29 provide some financial assistance to the AKC Delegate. For just cause the
30 Club's Board of Directors has the power by a two-thirds vote to remove an AKC
31 Delegate. The AKC Delegate shall be given credit for any Club or Board meeting
32 that falls on the same date as an AKC officially called meeting providing the
33 Delegate attends the AKC meeting.
34

35 **SECTION 5. VACANCY**

36 A vacancy in the office of AKC Delegate shall be filled for the unexpired term by
37 the Board of Directors. A majority vote is needed.
38

39 **ARTICLE VII**
40 **NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS**
41

42 **SECTION 1. QUALIFICATIONS**

43 To be elected to an Office or to the Board of Directors a candidate shall meet the
44 following criteria:

- 45 **A. FOR CANDIDATES WHO ARE CURRENT MEMBERS OF THE BOARD:** Board
46 members who desire to run for another term as director shall have attended fifty
47 percent (50%) of the Board of Directors meetings and at least two (2) regular
48 club meetings during the current term;
49 **B. FOR CANDIDATES WHO ARE NOT CURRENT MEMBERS OF THE BOARD:**
50 Club Members who desire to run for an office or directorship shall have attended
51 at least two meetings of the Board of Directors or of the general membership of
52 the Club during the past year and volunteered at a CABTC event.
53 A candidate who is a delegate to the A.K.C. shall be given credit for attending
54 any meeting of the Club that falls on the date of an officially called A.K.C.
55 meeting so long as the candidate attended the AKC meeting.

- 1 **C. ALL CANDIDATES:** shall be members of the Club in good standing for at least
2 one year; shall either in person or by letter give consent to nomination and
3 indicate willingness to serve if elected; and shall have been nominated either by
4 the Nominating Committee or from the floor at the September meeting (write-in
5 votes are not valid). All candidates shall have an e-mail address and have the
6 technical skills to send and receive e-mail, and to send and open attachments.
7 **D. CANDIDATES FOR PRESIDENT, VICE-PRESIDENT, AND TREASURER:** shall
8 have had at least two years of service on the Board of Directors, one of which
9 shall have been in the past five years.
10 **E. NO CANDIDATE:** shall be nominated for or elected to more than one office, and
11 no more than one member of a family shall be nominated for an office in the
12 same term. No member shall hold the same elective office for more than three
13 (3) consecutive terms. No member shall hold the position of Director for more
14 than two (2) consecutive terms (for a total of four years).
15

16
17 **SECTION 2. NOMINATION AND ELECTION**

- 18 **A. TERM:** Officers shall be elected at the Annual Meeting of the Club for a term of
19 one year or until their successors are elected and take office. Directors shall be
20 elected at the Annual Meeting of the Club for a two year term or until their
21 successors are elected and take office. Each year, all of the officers and three of
22 the six directors shall be elected.
23 **B. NOMINATION:** At its July meeting, the Board of Directors shall by a majority
24 vote, elect a Nominating Committee of three members plus one alternate. No
25 more than one member of the Committee may be a member of the Board of
26 Directors. The Committee once formed, shall elect its own chairman from among
27 its members. The alternate shall serve only if a vacancy is created on the
28 Committee. The first meeting of the Committee shall be held on or before August
29 15. The Committee shall be responsible for identifying and checking the
30 qualifications of all candidates and shall nominate one candidate for each
31 position to be elected at the Annual Meeting of the Club. At the September
32 meeting of the Club, the Nominating Committee shall report its nominees.
33 Additional nominations from the floor may be made following the report of the
34 Nominating Committee. No club member shall be elected to an office or
35 directorship unless he or she was nominated at the September meeting of the
36 Club either by the Nominating Committee or from the floor.
37 **C. ELECTION:** The election of officers and directors shall take place at the Annual
38 Meeting of the Club. The election shall be by ballot unless there is only one
39 candidate for an office or unless there is only one candidate nominated for each
40 open position on the Board. In the event that there is only one candidate for an
41 office or there is the exact number of candidates for the open Board positions,
42 the election for that office or the directors may be by voice vote if a majority of the
43 membership attending the Annual Meeting agrees by a separate vote. A majority
44 of the votes cast shall be needed to elect a candidate to office. The newly
45 elected officers and directors shall assume their offices on January 1 of the fiscal
46 year following their election.
47
48
49

50 **ARTICLE VIII**
51 **MEETINGS**

52
53 **SECTION 1. REGULAR MEETINGS OF THE CLUB**

54 Meetings of the Club shall be held within the Greater Cleveland area every other
55 month at such hour and place as shall be designated by the Board of Directors.

Exception to the time and date of Club meetings may be made by the Board of Directors when a regularly scheduled meeting date is a state or national Election Day or a holiday. Notice of each meeting shall be sent by the Corresponding Secretary either by first class mail or electronically at least ten (10) days prior to the date of each meeting.

SECTION 2. SPECIAL MEETINGS OF THE CLUB

Special Club meetings may be called by the President, or by a majority vote of the Board and shall be called upon receipt of a petition signed by five members of the Club who are in good standing. Special meetings shall be held within the Greater Cleveland area at such hour and place as may be designated by the President, Board, or in the petition. Notice of such meetings shall be sent by the Corresponding Secretary either by first class mail or electronically at least seven days prior to the date of the meeting. The notice shall state the purpose of the meeting and no other Club business may be transacted except what was announced in the notice.

SECTION 3. ANNUAL CLUB MEETING:

The Annual Meeting of the Club shall be held during the month of November of each year, at which time Directors and Officers for the ensuing year shall be elected. They shall take office January 1 of the following year. Each retiring officer shall turn over to his successor in office all properties and records relating to that office on or before January 1.

SECTION 4. QUORUM:

The quorum for the purpose of conducting business at any meeting of the general membership of the Club shall be 15% of the club's voting members.

SECTION 5. VOTING RIGHTS:

Each member, except Associate and Junior Members, shall be entitled to one vote on each question coming before the membership, except that no member whose dues are unpaid shall be entitled to vote. Proxy voting shall not be permitted at any Club meeting or election.

**ARTICLE IX
COMMITTEES**

SECTION 1. STANDING COMMITTEES:

The Standing Committees shall be the following: Bylaws, Finance, Membership, Agility, Obedience, Awards, and such other committees as needed or appropriate to advance the work of the club. The Board shall each year appoint the Chairman and members of each standing committees. The Standing Committees shall be subject to the final authority of the Board.

SECTION 2. SPECIAL COMMITTEES:

The Board may appoint special committees to aid it in the accomplishment of particular projects. These are temporary in nature and dissolve when they have given their final report or at the end of the fiscal year in which they were appointed. By motion, the Board may extend the operation of a Special Committee into the next fiscal year. Special Committees shall have a chairman

and two members unless otherwise specified in the motion which created the committee.

SECTION 3. TERMINATION OF APPOINTMENTS:

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 whose services have been terminated.

SECTION 4. EX-OFFICIO:

The President shall be ex-officio a member of all committees except the Nominating Committee.

SECTION 5. ELECTRONIC WORK SESSIONS:

Standing and Special Committees are authorized to conduct their work by telephone conferencing or through other electronic communication media in order to perform their reviews, opinion gathering, investigations and to formulate recommendations.

SECTION 6. MEETING NOTES

Notes of all meetings shall be taken and kept on file with the committee chairman.

**ARTICLE X
INDEMNIFICATION OF OFFICERS, DIRECTORS, AND
MEMBERS**

SECTION 1. DETERMINATION OF MERIT:

The club shall indemnify any director, officer or member, or a former director, or former officer or former member of the Club, against expenses (including attorneys' fees), judgments, decrees, fines, penalties, amounts paid in settlement and other liabilities incurred in connection with the defense of any pending or threatened action, suit or proceeding, whether criminal, civil, administrative or investigative, to which such director, officer or member is or could reasonably expect to be made a party by reason of being or having been such director, officer or member, provided.

- (a) That such person was not, and has not been adjudicated to have been negligent or guilty of misconduct in the performance of his duty to the Club.
- (b) That he acted in good faith in what he reasonably believed to be the best interest of the Club.
- (c) That in any matter the subject of a criminal action, suit, or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

The determination as to (a), (b) and (c) above shall be made: (1) by the Board of Directors by a majority vote of the directors who are not or were not parties to or threatened with such action, suit, or proceeding, or any other action, suit or proceeding arising from the same or similar operative facts; or (2) if such a quorum is not obtainable, if a majority of such quorum of disinterested directors so directs, by independent legal counsel (compensated by the Club) to whom the matter may be referred by a majority of disinterested directors; or (3) if there be no disinterested directors, or if a majority of the disinterested directors, whether or not a quorum, so directs, by a vote in person of the members entitled to vote in the election of directors.

1 The termination of any claim, action, or proceeding by judgment, order,
2 settlement, conviction, or plea of guilty or nolo contender shall not create a
3 presumption that such person did not meet the standards of conduct referred to
4 above.

5
6 To the extent that such person has been successful on the merits, or procedural
7 grounds, or otherwise with respect to any such action, suit, or proceeding, or in
8 the defense of any claim, issue, or matter therein, such person shall be
9 indemnified against expenses incurred in connection therewith without the
10 determination specified above.

11
12 The Board of Directors, whether a disinterested quorum exists or not, may
13 advance expenses to any such person for the defense of any such action, suit, or
14 proceeding, or threat thereof, prior to any final disposition thereof, upon receipt of
15 a satisfactory undertaking by such a person to repay such amount unless it shall
16 ultimately be determined that such person is entitled to indemnification by the
17 Club as herein authorized.

18
19 The indemnification provided by this Article shall not be deemed exclusive of, or
20 in any way limit, any other right to which any person indemnified may become
21 entitled as a matter of law, by the Articles, regulations agreements, insurance, or
22 otherwise, with respect to action in his official capacity, and shall continue as to a
23 person who has ceased to be a director, officer, or member, and shall inure to
24 the benefit of the heirs, executors, and administrators of such a person.

25
26 **SECTION 2. INSURANCE:**

27 The club shall purchase and maintain insurance on behalf of any person who is
28 or was a director, officer, or member, against any liability asserted against him
29 and incurred by him in any such capacity, or arising out of his status as such,
30 whether or not the Club would have the power to indemnify him against such
31 liability under the provisions of this Article or of the Ohio Revised Code.

32
33 **SECTION 3. VALIDITY:**

34 If any part of this Article shall be found, in any action suit or proceeding, to be
35 invalid or ineffective, the validity and the effect of the remaining parts shall not be
36 affected.

37
38
39
40
41 **ARTICLE XI**
42 **DISCIPLINE**

43
44 **SECTION 1. AMERICAN KENNEL CLUB SUSPENSION:**

45 Any member who is suspended from any or all of the privileges of The American
46 Kennel Club automatically shall be suspended from the privileges of this Club for
47 a like period.

48
49 **SECTION 2. CHARGES:**

50 Any member may prefer charges with specifications against a member for
51 alleged misconduct prejudicial or harmful to the best interests of the Club or not
52 in compliance with a Code of Sportsmanship modeled after the Code of the AKC
53 as adopted by the CABTC. Written charges with specifications shall be filed in
54 duplicate with the Recording Secretary or the President together with a deposit of
55 \$25.00 which shall be forfeited if such charges are not sustained by the Board of

1 Directors following a hearing. The Recording Secretary shall promptly send a
2 copy of the charges and specifications to each member of the Board of Directors
3 or present them during an Executive Session at a Board Meeting. In Executive
4 Session, the Board shall consider the charges and specifications and decide if a
5 hearing should be held. If the Board of Directors refuses to entertain jurisdiction,
6 the proceedings shall be stopped. If the Board of Directors decides that a
7 hearing shall be held, it shall fix a date for the hearing not less than three (3)
8 weeks nor more than six (6) weeks thereafter. The Recording Secretary shall
9 promptly send one copy of the charges and specifications to the accused
10 member by registered mail together with a notice of the hearing and an
11 assurance that the defendant may personally appear in his own defense and
12 bring witnesses if he or she wishes.
13

14 **SECTION 3. HEARING:**

15 The hearing shall be held in Executive Session. The Board of Directors shall
16 have complete authority to decide whether counsel may attend the hearing, but
17 both defendant and complainant shall be treated uniformly in that regard. If the
18 defendant fails to appear for the hearing, the hearing shall proceed without the
19 accused. After all the evidence and testimony has been presented by the
20 complainant and the defendant, the defendant shall leave the room along with
21 the complainant (if not a member of the Board), witnesses and observers. The
22 Board of Directors shall continue its meeting in Executive Session to determine
23 by a majority vote if the defendant is guilty of the charges and specifications
24 brought against him or her. If the accused is found guilty, the Board shall
25 determine what penalty shall be imposed. The Board may, by a majority vote
26 suspend the defendant from all privileges of the Club for not more than six (6)
27 months from the date of the hearing or may issue a reprimand. If the Board
28 deems that the suspension or reprimand is insufficient, it may also recommend to
29 the membership that the penalty be expulsion. The suspension or reprimand
30 shall not restrict the defendant's right to appear before his fellow-members at the
31 ensuing Club meeting to considers the Board's recommendation. Immediately
32 after the Board has reached a decision, its findings shall be put in written form
33 and filed with the Recording Secretary. The Recording Secretary, in turn, shall
34 notify each of the parties of the Board's decision and penalty, if any.
35

36 **SECTION 4. EXPULSION:**

37 Expulsion of a member from the Club may be accomplished only at a meeting of
38 the Club membership following a Board hearing and upon the Board's
39 recommendation as provided in Section 3 of this Article. Such proceedings shall
40 be in Executive Session and may occur at a regular or special meeting of the
41 Club to be held within sixty (60) days but not earlier than thirty (30) days after the
42 date of the Board's recommendation of expulsion. The defendant shall have the
43 privilege of appearing in his or her own behalf, though no evidence shall be taken
44 at this meeting. The President shall read the charges, specifications, and the
45 Board's findings and recommendation, and shall invite the defendant, if present,
46 to speak in his or her own behalf if the defendant wishes. The voting members at
47 the meeting shall then vote by secret written ballot on the proposed expulsion. A
48 two-thirds (2/3) vote, providing there is a quorum, of those present and voting at
49 the meeting shall be necessary for expulsion. If expulsion is not so voted, the
50 Board's suspension or reprimand shall stand.
51
52

53 **ARTICLE XII**
54 **DISSOLUTION**
55

1 **SECTION 1. PROCEDURE:**

2 The Club may be dissolved at any time by the written consent of two-thirds (2/3)
3 of the members with full voting rights. In the event of the dissolution of the Club,
4 other than for purposes of reorganization, so that the club assets may not be
5 manipulated none of the property of the Club nor any proceeds thereof nor any
6 assets of the Club shall be distributed to any members of the Club. But after
7 payment of the debts of the Club, its property and assets shall be given to a
8 recognized charitable organization for the benefit of dogs selected by the Board
9 of Directors; provided however, that any such gift or distribution shall be subject
10 to and shall conform with the provisions of Article Six of the Amended Articles of
11 Incorporation of the Club, adopted August 14, 1977.
12
13

14 **ARTICLE XIII**
15 **ORDER OF BUSINESS**

16
17 **SECTION 1. MEMBERSHIP**

18 At meetings of the Club, the order of business, unless otherwise directed by a
19 majority vote, shall be as follows:

20 Read minutes of last meeting
21 Report of Board
22 Report of President
23 Report of Corresponding Secretary
24 Report of Recording Secretary
25 Report of Treasurer
26 Reports of Committees
27 Election of Board and Officers (Annual Meeting)
28 Election of New Members
29 Unfinished business
30 New business
31 Adjournment
32

33 **SECTION 2. BOARD OF DIRECTORS**

34 At meetings of the Board, the order of business, unless otherwise directed by a
35 majority vote, shall be as follows:

36 Reading of minutes of last meeting
37 Reports of Secretaries
38 Report of Treasurer
39 Reports of Committees
40 Appointment of fill vacancies, if necessary
41 Unfinished business
42 New member applications
43 New Business
44 Adjournment
45
46

47 **ARTICLE XIV**
48 **PARLIAMENTARY AUTHORITY**

49
50
51 **SECTION 1.** The rules contained in the current edition of Robert's Rules of Order Newly
52 Revised shall govern the Club in all cases to which they are applicable, and in
53 which they are not inconsistent with these Bylaws or any special rules of order
54 the Club may adopt, or national, state, and local law.
55

1
2
3 **ARTICLE XV**
4 **AMENDMENTS**
5

6 **SECTION 1. MANNER:**

7 Amendments to the Bylaws may be proposed by the Board of Directors or by
8 written petition addressed to the Recording Secretary signed by twenty percent
9 (20%) of the membership of this Club with full voting rights. Amendments
10 proposed by petition shall be promptly considered by the Board and shall be
11 submitted to the members with the recommendation of the Board by the
12 Corresponding Secretary for a vote within three (3) months of the date when the
13 petition was received by the Recording Secretary.
14

15 **SECTION 2. REQUIRED VOTE:**

16 The Bylaws shall be amended by two-thirds (2/3) vote of the members present
17 and voting at any meeting called for that purpose. A secret ballot shall be
18 ordered as provided for in the parliamentary authority. The proposed
19 amendment shall be included in the notice of the meeting and mailed to each
20 member at least two (2) weeks prior to the date of the meeting.
21

22 **SECTION 3. EFFECTIVE DATE:**

23 No amendment to the Bylaws that is adopted by the Club shall become effective
24 until it has been approved by the Board of Directors of the American Kennel
25 Club.
26