



Nova Scotia Duck Tolling Retriever Club (USA)
VIDEO/TELECONFERENCE BOD MEETING
Wednesday, February 19, 2025
AGENDA

APPROVAL OF MINUTES

January 2025 Video/Teleconference Board Meeting

(Please see: Attachment A – January 2025 Board Meeting Minutes)

PRESIDENT'S REPORT

None submitted

SECRETARY'S REPORT

None submitted

TREASURER'S REPORT

Submitted by Judy Webb

2nd Quarter Financials – Please see Attachment B

REGIONAL DIRECTOR REPORTS

None submitted

COMMITTEE REPORTS

None submitted

AGENDA ITEMS:

OLD BUSINESS

NEW BUSINESS

Proposal #1: To Form an Ad Hoc Committee to Recommend Revisions to the Bylaws of the Nova Scotia Duck Tolling Retriever Club (USA)

Submitted by: Patricia Romeiro, Director Region 4

Description: In accordance with the Bylaws of the Nova Scotia Duck Tolling Retriever Club (USA) (Club), ARTICLE I, Section 5. Bylaw Revision.

The members of the Club may from time to time revise such Bylaws as may be required to carry out these objects.

The Bylaws were last updated in October 2008, over 16 years ago. It is time for a complete, comprehensive and thorough review of the entire Bylaws. The following ARTICLES need extensive review, but the review *shall not* be limited to this list:

ARTICLE II – MEMBERSHIP

ARTICLE III – MEETINGS

ARTICLE IV – DIRECTORS AND OFFICERS

ARTICLE V – CLUB YEAR, VOTING, NOMINATIONS & ELECTIONS

ARTICLE VII – DISCIPLINE

Once the review is completed, recommendations will be submitted to the Board of Directors (BOD). After the BOD has reviewed and approved the revisions, legal representation shall be contracted to ensure compliance with the laws in the state of incorporation. The revised Bylaws will then be submitted to the American Kennel Club (AKC) for approval. Once the AKC approves the new Bylaws, the process as outlined in **ARTICLE VIII – AMENDMENTS** will be followed for a membership vote.

Justification: The Board of Directors has an obligation to ensure the Club operates in an efficient manner. With the technological and procedural advances over the last 16 years, the Club and its Members will benefit from updating the Bylaws to include appropriate changes.

Administration: A complete and thorough review of the Bylaws with recommended revisions is not an easy task. An Ad Hoc Committee of three shall be appointed to carry out this task. The Committee members collectively shall have the following qualifications:

- Thorough knowledge of the current Bylaws
- Served on multiple Boards
- Experience in drafting legal documents
- Experience in understanding state and federal laws governing nonprofit organizations
- The acumen to research and evaluate methods used by others

The recommended Committee members are Patricia Romeiro, Chair, Cindy Lindemer, and Randy Eisensmith. The Committee shall be named NSDTRC (USA) Bylaws Review Committee (BRC). The BRC shall begin work immediately and shall provide status reports to the BOD on a bi-monthly basis. The estimated time for completion is 18 months.

Financial Implications: The cost associated with this task is estimated to be \$5,000. This includes postage, printing, stationery, and attorney fees.

Board Action Requested: To approve the formation of an Ad Hoc Committee to recommend revisions to the NSDTRC (USA) Bylaws.

Proposal #2: Create an NSDTRC (USA) TBA Committee to oversee accuracy of AKC-registered NSDTRs in The Breed Archive.

Submitted By: Daniela Flores, dvflores791@gmail.com, 763-772-4245

Proposal Description: To create a committee dedicated to improving the public record of NSDTRs and enhance the utility of The Breed Archive for NSDTRC (USA) breeders.

Proposal Justification: The Breed Archive (TBA) is a valuable tool for breeders to research dogs and pedigrees. The information stored in the TBA database, such as health information and accomplishments, is critical to making informed decisions regarding breeding's with the goal of improving the overall quality of our breed. Thus, the accuracy of this information is imperative.

A free subscription to TBA allows one to add and edit dogs in the database. A record of changes made to a dog and the account who made these edits is kept within the database and can be monitored. Ideally, the owner and/or breeder of the dog will keep the dog's record up to date. However, there are many reasons why this may not happen. For example, breeders with decades of dogs to keep track of and edit may not be able to stay on top of all the dogs in their name. Others may not have access to or knowledge of the technology required to do so. Additionally, many dogs were updated in K9Data, but their information did not transfer to a usable format after the TBA migration.

As TBA is a public database, its Terms of Use allow any subscriber to add a dog and modify a dog's information, regardless of ownership, though photos are subject to copyright laws. This allows groups, such as NSDTRC (USA), the ability to help maintain the integrity of the database by providing publicly available updates to dogs in TBA. An international committee, NSDTR TBA EU Committee, assembled to add and update all registered Tollers and litters worldwide after migration from K9Data to ensure data accuracy of the new platform, with subsequent biannual updates. Their intention is to add AKC-registered dogs using publicly available information via AKC. I propose to create a committee which will allow NSDTRC (USA) oversight of the addition and maintenance of AKC-registered Tollers in TBA.

The purpose of an NSDTRC (USA) TBA Committee would be to supplement and assist breeders in maintaining the public record for use in dog and pedigree research involved in making breeding decisions. AKC already provides the NSDTRC (USA) Records Chair with monthly reports. I propose that the TBA Committee work with the Records Chair to update the titles and other relevant data available to NSDTRC (USA). I propose the creation of a free NSDTRC (USA) account subscription to TBA to be used exclusively by a small committee of volunteers, with access password changed with any committee turnover.

Committee Directives:

1. Work closely with the NSDTRC (USA) Records Chair to ensure accuracy of AKC-registered Tollers in TBA
2. Update Titles to match AKC and NSDTRC (USA) records
 - a. Titles obtained outside of AKC and recorded in TBA will not be altered
 - b. Dogs whose titles are already updated by their breeder/owner will not be altered
3. Assist breeders and owners in updating additional information upon request (e.g., ownership, health testing, accolades, photos, etc.)
4. Add dogs to database to complete the record of AKC registered dogs, using only publicly available information

5. Search for available photos to upload of dogs who do not have one, adhering strictly to copyright laws
6. Record the initials of the committee member who made the most recent edit to the dog in the “Notes on Data Correctness” section of dog’s TBA page for accountability
7. Prepare a report to be presented at the Annual Meeting

Financial Implications: There are no expenses associated with the proposed TBA committee. All functions to be used in TBA for this purpose are available with a free subscription. AKC title reports are already provided to the club Records Chair (Deirdre Simon) and can be shared with the committee at no additional cost.

Specific Board Action Requested: Create a TBA Committee chaired by Daniela Flores with a maximum committee size of 5 (committee chair plus 4 volunteer members). Allow the club’s Records Chair to share database and AKC reports with the committee.

Proposal #3: Amend the Bylaws of the NSDTRC-USA to match the 2025 AKC Sample Bylaws to include AKC recommendation for the ability to conduct online voting and virtual meetings.

Submitted by: Francine Kaplan

Proposal Description: Update Article III and Article V of the current Bylaws of the NSDTRC USA.

Proposal Justification: Recently, AKC updated its sample Constitution and Bylaws for Parent clubs to include language permitting the retention of third-party professional firms to conduct online voting and revised the model language concerning virtual meetings. Following the COVID pandemic, the Alabama Statutes were amended to permit virtual annual meetings.

The NSDTRC USA's current Bylaws contain old AKC model language. As such, the current Bylaws include the requirement that certain ballots and notices be sent only by US mail. Although this language was appropriate when it was written and adopted, it is not only out of date, it is causing a heavy unnecessary financial burden on the NSDTRC-USA.

The attached proposed Bylaw amendments combine the Club's present Bylaws with the updated language provided by AKC. The Amendments preserve the authority of the Board to continue to conduct its business and elections as is currently written and conducted OR chose to utilize online elections, third-party professional firms, and virtual methods of communication. Utilization of a third-party professional firm would be on an ad hoc basis (only when deemed necessary).

It cannot be stressed enough, that flexibility in the Bylaws, within the confines of Alabama law and model AKC Bylaws, will ensure the Board is able to better meet the needs of the membership and lower the cost of administration of the club.

Finally, when Bylaw changes are submitted to the AKC, the form requests the signature of an attorney that reviewed them for the club. As stated on the AKC website, "All revised club bylaws must be accompanied by a completed, officer or club attorney signed Affirmation of Bylaw Review form, date of the amendment vote, and breakdown of the vote. ' I am willing to sign as the attorney who reviewed the amendments pro bono (free of charge). A limited pro bono retainer letter can be provided upon the Board's request.

Administration: The Bylaws do not state who in the Club is responsible to conduct a vote on amendments to the Bylaws. It is suggested that the Board task the Membership Chair with mailing out the Proposed Changes to the Bylaws, receiving and tabulating the result, or appoint three Inspectors of Election to do same.

Financial Implications: Cost of printing and mailing out a ballot and the proposed changes to the Bylaws for a vote to approve by the club members.

Current Section 5 of the Bylaws governs amendment of the Bylaws. The current Bylaws state: -"The members of the Club may from time to time revise such Bylaws as may be required to carry out these objects." Article V Section 2 of the current Bylaws states: "The election of Officers and Directors, amendments to the Articles of Incorporation or Bylaws, and changes to or adoption of the Standard of the Breed, and changes to the maximum amount chargeable as dues shall be decided by written ballot cast by mail." The current Bylaws do not state that the ballots cast concerning amendments to the Bylaws need to be by secret ballot.

A fair reading of the current Bylaws means that to adopt the proposed Bylaws, the club members will have to vote to approve the changes by written ballot by mail

Specific Board Action Requested: Approve the Proposed changes to the Bylaws, as attached. be mailed out 10 the membership with a written ballot for the membership to vote to approve or disapprove the amendments.

Attachment C:

Proposed Amendments 1) to delete Article V and replace with the proposed language and 2) Delete Article III and replace with the proposed language.

Current Bylaws

AKC By Law FAQ as of 1/15/2025

AKC Affirmation of Bylaw Review

ADJOURNMENT

CONFIDENTIAL

EXECUTIVE SESSION:

Proposal #1: Appointment of 2025 Nominating Committee
Submitted by: Cindy Lindemer, President

Proposal Description: The Nominating Committee is to be appointed by the newly elected Board coming into office on November 1 each year. The number of Nominating Committee members has been increased to 5 plus 2 alternates. No more than 1 Board member may serve on the committee.

The positions up for nomination and those currently in each position:

Region 3 Director: Cindy Richardson (Finishing vacated term)

Region 6 Director: Hillaré Lafond (Finishing vacated term)

Specific Board Action Required: Appoint a Nominating Committee to select the slate of candidates for available positions.

ADJOURNMENT



Nova Scotia Duck Tolling Retriever Club (USA)
VIDEO/TELECONFERENCE BOD MEETING
Wednesday, January 15, 2025
MINUTES

ROLL CALL

Roll call was taken. Board Members attending via Zoom: Region 1 Director Abby Beaulieu, Region 2 Director Jane Billman, Region 3 Director Cindy Richardson, Region 4 Director Pat Romeiro, Region 6 Director Hillaré Lafond, Region 7 Director Travis Massie, President Cindy Lindemer, Vice President Annie Garwood, Treasurer Judy Webb, and Secretary Terri Krause. Region 5 Director Amanda Kaiser was absent.

Meeting was called to order by President Cindy Lindemer at 7:18pm EST.

APPROVAL OF MINUTES

December 2024 In person Board Meeting Minutes

Motion: To approve the minutes with the correction of the date (December 2024 vs 2023).

Motion made by Pat Romeiro. Motion seconded by Jane Billman.

APPROVE [10]: A. Beaulieu, J. Billman, C. Richardson, P. Romeiro, H. Lafond, T. Massie, A. Garwood, J. Webb, T. Krause and C. Lindemer

OPPOSE [0]:

ABSTAIN [0]:

Motion approved by the Board of Directors.

COMMITTEE REPORTS

AGENDA ITEMS:

OLD BUSINESS

NEW BUSINESS

Proposal #1: Proposal to hire an independent contractor to perform the duties as Webmaster

MOTION: To approve the action as requested.

Motion made by Pat Romeiro. Annie Garwood seconded the motion.

APPROVE [10]: A. Beaulieu, J. Billman, C. Richardson, P. Romeiro, H. Lafond, T. Massie, A. Garwood, J. Webb, T. Krause and C. Lindemer

OPPOSE [0]:

ABSTAIN [0]:

Motion approved by the Board of Directors.

OATH OF OFFICE

The Oath of Office was administered to:
Abby Beaulieu appointed Director, Region 1
Terri Krause appointed Secretary

ADJOURNMENT

Motion: To adjourn the meeting of the NSDTRC (USA) Board of Directors at 7:30pm EST.
Motion made by Jane Billman. Pat Romeiro seconded the motion.

APPROVE [10]: A. Beaulieu, J. Billman, C. Richardson, P. Romeiro, H. Lafond, T. Massie, A. Garwood, J. Webb, T. Krause and C. Lindemer

OPPOSE [0]:

ABSTAIN [0]:

Motion approved by the Board of Directors.

CONFIDENTIAL

EXECUTIVE SESSION

Motion: To enter Executive Session at 7:44pm EST.
Motion made by Cindy Lindemer. Seconded by Travis Massie.

All Board Members present with Region 5 Director Amanda Kaiser joining at 8:09pm EST.

Motion: To contract with Ann DiSilvestre to perform the duties of the Webmaster for a period of one year beginning January 16, 2025.

Motion approved by the Board of Directors.

Motion: To adjourn Executive Session at 8:53 pm EST.
Motion made by Jane Billman. Terri Krause seconded the motion.

Motion approved by the Board of Directors.

NOTE: President's vote was cast for all motions, but only counted in the case of a tie.

Respectfully submitted,
Terri Krause, Secretary

Nova Scotia Duck Tolling Retriever Club - USA

Statement of Financial Position Comparison

As of January 14, 2025

	TOTAL	
	AS OF JAN 14, 2025	AS OF JAN 14, 2024 (PY)
ASSETS		
Current Assets		
Bank Accounts		
Specialty Accounts	0.00	0.00
Region 2	1,500.00	1,500.00
Total Specialty Accounts	1,500.00	1,500.00
Wells Fargo CD #2	52,185.44	50,210.83
Wells Fargo CD#1	74,556.71	72,261.32
Wells Fargo Checking	27,335.22	13,168.65
Wells Fargo Savings	10,606.11	10,591.68
Total Bank Accounts	\$166,183.48	\$147,732.48
Accounts Receivable		
Accounts Receivable	-483.30	-483.30
Region 1 (deleted)	7,208.39	7,208.39
Total Accounts Receivable	6,725.09	6,725.09
Total Accounts Receivable	\$6,725.09	\$6,725.09
Total Current Assets	\$172,908.57	\$154,457.57
TOTAL ASSETS	\$172,908.57	\$154,457.57
LIABILITIES AND EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable		
Accounts Payable (deleted)	1,556.91	1,556.91
Total Accounts Payable	\$1,556.91	\$1,556.91
Total Current Liabilities	\$1,556.91	\$1,556.91
Total Liabilities	\$1,556.91	\$1,556.91
Equity		
Opening Bal Equity	54,261.47	54,261.47
Retained Earnings	123,384.30	151,575.50
Net Revenue	-6,294.11	-52,936.31
Total Equity	\$171,351.66	\$152,900.66
TOTAL LIABILITIES AND EQUITY	\$172,908.57	\$154,457.57

Nova Scotia Duck Tolling Retriever Club - USA

Statement of Activity Comparison

July 1, 2024 - January 14, 2025

	TOTAL	
	JUL 1, 2024 - JAN 14, 2025	JUL 1, 2023 - JAN 14, 2024 (PY)
Revenue		
BrdrDirIncome	20.00	
Dues	90.00	1,836.00
Event Income		
Catalog Advertising Sales	450.00	880.00
Clinics Seminars	480.00	875.00
Entries	30,941.51	29,253.17
Fun Stuff & Misc.	7,578.36	1,965.00
Fundraising	9,077.67	10,111.26
Hospitality		45.00
Meals Banquets	9,555.85	2,405.00
Merchandise Sales	26,615.25	7,591.94
Trophy Donations	6,825.00	1,485.00
Vendor Space		225.00
Total Event Income	91,523.64	54,836.37
Health & Genetics		
Donations	290.00	
Total Health & Genetics	290.00	
Interest Income	1,538.98	996.61
Member Dues	14,850.00	
Merchandise		
Goods	1,600.07	
Total Merchandise	1,600.07	
Public Education		1,300.00
Quackers Income		
Advertising	55.00	
Total Quackers Income	55.00	
Refunds		-1,629.99
Rescue Income		
Donations	391.73	970.00
Total Rescue Income	391.73	970.00
Total Revenue	\$110,359.42	\$58,308.99
GROSS PROFIT	\$110,359.42	\$58,308.99
Expenditures		
Administrative Costs	235.00	1,227.50
AKC Delegate		
Travel		590.32
Total AKC Delegate		590.32
Annual BOD Membership Meeting		
Postage	96.99	

Nova Scotia Duck Tolling Retriever Club - USA

Statement of Activity Comparison

July 1, 2024 - January 14, 2025

	TOTAL	
	JUL 1, 2024 - JAN 14, 2025	JUL 1, 2023 - JAN 14, 2024 (PY)
Printing	258.62	
Travel	2,702.62	12,753.42
Total Annual BOD Membership Meeting	3,058.23	12,753.42
Awards		
AKC	260.00	
Postage	166.40	200.03
Supplies	597.08	343.85
Total Awards	1,023.48	543.88
Directors		
Postage	250.56	
Printing	185.14	
Total Directors	435.70	
Donations Made		257.78
Events		
AKC Application Recording Fee	1,223.00	1,841.50
Banquets Food	14,089.17	135.00
Birds	2,250.90	8,932.41
Catalogs & Other	44.80	
Event Merchandise	24,439.31	6,340.41
Facility & Equipment Rental	21,492.36	38,400.60
Fundraising	195.00	
Hospitality	2,502.59	501.00
Judges Fees Travel Gifts	10,116.22	9,092.30
Misc Expense		771.45
PayPal Fees	1,261.99	469.74
Postage	273.51	442.11
Printing		37.69
Secretary Fees Travel	2,231.48	785.92
Supplies	1,282.86	3,672.10
Trophies Ribbons Sweeps	12,651.44	8,441.90
Workers Fees Travel Food	2,452.03	1,088.42
Total Events	96,506.66	80,952.55
Health		
Supplies		167.00
Total Health		167.00
Insurance	1,423.00	1,150.00
Judge Education		
Supplies		318.53
Travel	2,345.92	1,630.46
Total Judge Education	2,345.92	1,948.99

Nova Scotia Duck Tolling Retriever Club - USA

Statement of Activity Comparison

July 1, 2024 - January 14, 2025

	TOTAL	
	JUL 1, 2024 - JAN 14, 2025	JUL 1, 2023 - JAN 14, 2024 (PY)
Judges Selection		25.00
Membership		
PayPal Fee	521.56	
Postage		381.09
Printing		489.02
Total Membership	521.56	870.11
Merch Exp		
Cost of Goods	570.17	
Shipping	125.13	
Total Merch Exp	695.30	
Postage		148.45
Public Ed		
MTB Expense		660.70
Total Public Ed		660.70
Quackers		
Postage	4,081.20	2,603.06
Printing	3,651.19	2,634.32
Total Quackers	7,732.39	5,237.38
RescueOperations		
Veterinary Expense	1,508.69	3,179.94
Total RescueOperations	1,508.69	3,179.94
Secretary		
Postage	52.89	613.08
Supplies	26.40	
Total Secretary	79.29	613.08
Treasurer		
Postage	19.50	
Printing		49.59
Professional Fees	30.00	
Supplies	253.68	41.00
Total Treasurer	303.18	90.59
WebSite		
Hosting	397.63	
Monthly Fees	387.50	487.50
Supplies		341.11
Total WebSite	785.13	828.61
Total Expenditures	\$116,653.53	\$111,245.30
NET OPERATING REVENUE	\$ -6,294.11	\$ -52,936.31
NET REVENUE	\$ -6,294.11	\$ -52,936.31

PROPOSED

**PROPOSED AMENDMENTS TO THE BYLAWS OF THE NOVA SCOTIA DUCK
TOLLING RETRIEVER CLUB (USA) last Amended on September 1, 2008; Effective:
October 8, 2008.**

**1) DELETE ARTICLE V - CLUB YEAR, VOTING, NOMINATIONS & ELECTIONS AND REPLACE AS
FOLLOWS:**

ARTICLE V -The Club's Financial/Fiscal Year, Voting, Nominations, Elections, Official Year

SECTION 1. Financial/Fiscal Year. The Financial/Fiscal year shall begin on the first day of January and end on the last day of December.

SECTION 2. Voting. Each member in good standing whose dues are paid for the current Financial/Fiscal year shall be entitled to one vote at any meeting or special meeting of the Club at which the member is present. Present is defined as appearing in person or virtually. Virtually is defined as appearing/attending through the use of a technology that allows each person in the meeting to be seen and heard and to see and hear other persons in the meeting.

At the annual meeting or at a special meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of officers, the Delegate to The American Kennel Club, and Directors and amendments to the Club Constitution and Bylaws and the amendments to the Standard for the breed, which shall be decided by secret ballot conducted in any manner provided for by the laws of the state in which the Club is incorporated, including by written ballot cast by mail or by electronic balloting by an independent firm in accordance with State Law and AKC policy. Proxy voting will not be permitted at any Club meeting or election. The Board may decide to submit other specific questions for decision of the members.

SECTION 3. Nominations and Ballots. No person may be a candidate in a club election who has not been nominated in accordance with these bylaws.

Each year the Board, at its first meeting after an election, shall appoint a Nominating Committee before March 1. The Nominating Committee shall consist of one member in good standing from each Region of the Club. The Director of each Region, after surveying their region for volunteers, shall submit the name of a member in good standing from their Club Region to serve on the Nominating Committee. No more than one member of the Nominating Committee may also be a Board Member. In the event the Nominating Committee consists of an even number of members based on the current number of Club Regions, the Board shall then designate one member of the committee as an alternate. The designated alternate shall rotate each year from Club Region to Club Region.

The Board shall name a Chairperson for the Committee. The Chair of the Committee shall rotate each year from Club Region to Club Region. It shall be the Chair of the Committee's duty to call a committee meeting on or before March 16. The Nominating Committee may conduct its business by any means where they can see and hear each other.

(a) The Nominating Committee shall nominate from among the voting members of the club, one candidate for each vacant position and for each other position on the Board of Directors from voting members of the Club, and shall procure the acceptance of each nominee so chosen. The Committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. The Committee shall then submit its slate of candidates to the Secretary no later than 150 days prior to the Annual Meeting, so that additional nominations may be made by the members if they so desire. Upon receipt of the list of candidates, the Secretary shall immediately publish the list, including the full name of each candidate and the name of the state in which he/she resides, on the Club website, and via email to the membership. The Secretary may also publish the list in the Club's newsletter. The notice published by the Secretary will also include the total number and names of paid voting members in good standing as of the date of publication and no later than 150 days prior to the annual meeting, so that members who file petitions will know the minimum number of signatures which must be submitted and to identify the eligible petitioners.

(b) Additional nominations of eligible members may be made by written petition, addressed to the Secretary, and received on or before 60 days before the Annual Meeting. Each petition shall be signed by five Club members, and shall be accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate. Except for the position of AKC Delegate, no person shall be a candidate for more than one position. If there is more than one candidate for the position of Secretary, the Board may utilize an independent professional firm to count and tabulate ballots, and report the results to the Board. If the Board chooses not to utilize an independent firm the Board shall designate another Officer or Director who is not a candidate in the election to send the final slate to all Club members, and receive ballots for tabulation in accordance with Subsections 3(c) and 3(d).]

(c) If one or more valid additional petitions for an open position are received on or before 60 days before the Annual Meeting, the Nominating Committee shall either designate three (3) Inspectors of Election to count the ballots to count and tabulate ballots, and report the results. The three Inspectors of Election shall be members in good standing and cannot be members of the current Board, nor candidates on the ballot. In lieu of appointing Inspectors of Election, the board may designate an independent professional firm to send, receive and count the ballots apart from the annual meeting.

The Inspectors of Election or the professional firm shall, on or before the first day of the next month from being designated, and no later than 45 days prior to the date of the Annual Meeting, send to each member in good standing a ballot listing all of the nominees, in alphabetical order by name for each position. The ballot shall state the names of the states in which each candidate resides, together with a blank envelope and a return envelope addressed to the designated professional firm or Inspectors of Election marked "Ballot," and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voting member, after marking their ballot, shall seal it in the blank envelope provided, place the blank envelope inside a second return envelope and shall return it in accordance with the directions provided, addressed to the designated professional firm or the Inspectors of Election. The Inspectors of Election or designated professional firm shall check the returned envelopes 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 in writing the eligibility of the voters as well as the results of the voting, which shall be announced at the annual meeting.

(d) Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

(e) Ballots must be received by the Inspectors of Election or designated firm no later than fourteen (14) days before the Annual Meeting. Ballots postmarked before 14 days prior to the Annual Meeting will be counted if received no later than 7 days before the Annual Meeting.

SECTION 4. Annual Election Results.

The candidate receiving the greatest number of votes for each office shall be declared elected. If no valid additional nominations are received on or before the 60th day prior to the Annual Meeting, then the Nominating Committee's slate shall be declared elected and no balloting will be required. Any uncontested position should be automatically elected. If any nominee, at the time of the meeting, 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 in the manner provided by these By Laws for filling vacancies.

The results of the Election shall be announced by the Inspectors of Election or designated professional firm at the Annual Meeting and published to the membership via email, the club website, and the club newsletter. The elected Officers and Directors shall take office on the first day of the month following the election and each retiring Officer shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election.

SECTION 5. Club's Official Year.

The Club's Official Year shall begin immediately at the conclusion of the election and the annual meeting shall continue through the election at the next annual meeting.

SECOND SET OF REVISIONS TO CURRENT BY LAWS: DELETE THE ENTIRETY OF ARTICLE III - MEETINGS AND REPLACE AS FOLLOWS:

ARTICLE III - MEETINGS

Section 1. Annual Meeting.

The Annual Meeting of the Club shall be held on a date between August 15 and November 15 and in conjunction with The Club's National Specialty Show if possible, at a place, date and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be sent as required by the law of the State of Incorporation, as amended from time to time, and via USPS and/or via email by the Secretary to each member of the club no later than thirty (30) days prior to the date of the meeting. Such Annual Meeting shall be held by any method permitted by laws governing the State of Incorporation, as amended from time to time, and shall include meeting via electronic, virtual, teleconference or video conference. The quorum for the Annual Meeting shall be ten (10) percent of the eligible voting members in good standing. Non-voting members shall not count towards the determination of a quorum.

Section 2. Special Club Meetings. 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 any meeting of the Board or who vote by mail; and shall also be called by the Secretary upon receipt of a petition signed by ten (10) percent of voting members in good standing. Such special meetings shall be held by any method permitted by laws governing the State of Incorporation, as amended from time to time, and shall include electronic, virtual, teleconference or video conference. The person or persons authorized to call such meeting shall designate the method of meeting in a written notice of the meeting. The Written Notice of such a meeting shall be sent via USPS and/or via email at least fourteen (14) days prior to the date of the meeting and said notice shall state the purpose of the meeting and no other club business other than what is stated in the Notice of Special Meeting shall be conducted.

The quorum for such a meeting shall be five (5) percent of the voting members of the Club on the date of the Notice of the Meeting. Nonvoting members do not count towards the determination of a quorum.

Section 3. Board Meetings.

SECTION 1. Board Meetings.

The first meeting of the Board shall be held immediately following the election. The Board of Directors shall gather in person for at least one (1) meeting each year in conjunction with the Club's National Specialty, if possible. Meetings of the Board shall be held by in person meeting, teleconference, video conference or by any method where each Board member can hear each other and be heard by each other at all times during the meeting. Written notice of each such meeting shall be sent at least fourteen (14) days prior to the meeting via USPS and/or via email by the Secretary. The quorum for such a meeting shall be a majority of the Board.

Section 4.

Board Business.

The Board of Directors may also conduct business by telephone conference call, mail, email, fax, or virtual methods provided it does not conflict with any other provision of these Bylaws. All Board members must agree upon the means of communication to be utilized in any Club year at its first meeting of the year. The Secretary shall, within seven (7) days of the vote, confirm in writing each item voted upon, and the results of the vote, via mail or email to each Board Member. The Secretary shall also place each item voted on and the results in the next recorded minutes of the Club.

CURRENT

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**BYLAWS
OF THE
NOVA SCOTIA DUCK TOLLING RETRIEVER CLUB (USA)**

(Amended to September 1, 2008; Effective: October 8, 2008)

ARTICLE I - NAME, PURPOSES, AND LIMITATIONS

Section 1. Name.

The name of the Club shall be Nova Scotia Duck Tolling Retriever Club (USA), hereinafter referred to as the "Club," "NSDTRC (USA)" or "Corporation," a nonprofit corporation under the provisions of *Code of Alabama, 1975*, known as the Alabama Nonprofit Corporation Act.

Section 2. Specific Purposes.

The specific purposes of the Club as provided in the Articles of Incorporation shall be:

- (a) To encourage and promote quality in the responsible breeding of purebred Nova Scotia Duck Tolling Retrievers and to do all possible to bring their natural qualities to perfection.
- (b) To urge members and breeders to accept the Standard of the breed as approved by the Nova Scotia Duck Tolling Retriever Club (USA) and subsequently approved by The American Kennel Club as the only standard of excellence by which Nova Scotia Duck Tolling Retrievers shall be judged.
- (c) To encourage the organization of independent local specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club.
- (d) To do all in its power to protect and advance the interests of the breed and to encourage sportsman-like competition at dog shows, obedience trials, tracking tests, hunt tests, agility trials and any other events in which the breed may participate.
- (e) To conduct sanctioned matches, specialty shows, obedience trials, tracking tests, hunt tests, agility trials and any other events the Club is eligible to hold under the rules and regulations of the American Kennel Club.
- (f) To encourage and support research into the genetic and health related issues that impact Nova Scotia Duck Tolling Retrievers.
- (g) To develop programs needed to provide for the welfare of the breed and of individual dogs in need.

Section 3. General Purposes.

The general purposes of the Club as provided in the Articles of Incorporation shall be:

- (a) To acquire, by purchase or otherwise, such real and personal property as may be in the sole discretion of the Board of Directors fitting and proper for the efficient carrying out of the general plan of the Club, above set forth, with full power in said Board to dispose of, as well as acquire, any such power.
- (b) To do all things necessary and suitable, or for the attainment, of any and all of the objects herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation. To do all things necessary and incident to promote the general social, benevolent and mutual benefit works of the corporation.

Section 4. Limitations.

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 5. Bylaw Revision.

The members of the Club may from time to time revise such Bylaws as may be required to carry out these objects.

ARTICLE II - MEMBERSHIP

Section 1. Eligibility.

There shall be five (5) types of memberships open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club.

Section 2. Types of Membership.

There shall be the following types of membership:

- (a) Associate membership - Open to persons 18 years of age and older who are residents of the United States, its territories or possessions. As a pre-requisite to Single or Household membership, Associate membership must be held for one year. An associate member will enjoy all privileges, except the right to vote or hold office.
- (b) Single membership - Open to persons 18 years of age and older who are residents of the United States, its territories or possessions, and who have been a member in good standing for one year, either/or in combination, as an Associate member and/or Junior member. Single membership enjoys all privileges of the club including the right to vote and hold office.
- (c) Household membership - Open to two persons 18 years of age and older who are residents of the United States, its territories or possessions, and who reside in the same household each enjoying all the privileges of the club including each having one vote after being a member in good standing for one year.
- (d) Foreign membership - Open to persons 18 years of age or older having permanent residence outside the United States, its territories or possessions. A foreign member will enjoy all privileges, except the right to vote or hold office.
All members 18 years or older having permanent residence outside the United States, its territories or possessions, prior to December 15, 2003, shall continue to have the right to vote but not hold office as long as membership in the club is maintained.
- (e) Junior membership - Open to persons 9 - 17 years of age who are residents of the United States, its territories or possessions. Junior members cannot vote or hold office.

Section 3. Election to Membership.

Each applicant for membership shall apply on a form approved by the Board of Directors, which shall state that the applicant agrees to abide by the NSDTRC (USA) Bylaws and the Rules and Regulations of the American Kennel Club. The application shall state the name, address, and occupation of the applicant. Accompanying the signed application, the prospective member shall submit dues payment for the current Club official year.

A member in good standing who wishes to change his/her status to household membership by adding a new member of the same household may do so. However, the added new member shall be an Associate member for one (1) year.

Applicants may be approved by secret ballot at any meeting of the Board of Directors or by secret vote of the Directors by mail. Affirmative votes of 2/3 of the directors present at a meeting of the Board, or of 2/3 of the entire Board voting by mail, shall be required to elect an applicant.

An application, which has received a negative vote by the Board, may be presented by one of the applicant's endorsers at the next annual meeting of the Club and members may elect such applicant by secret ballot and a favorable vote of 75 percent of the members present.

Applicants for membership who have been rejected by the Club may not reapply within twelve months after such rejection.

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Section 4. Dues.

Membership dues shall be set by the Board within a limit approved by the membership. The Board may increase the dues, no more than once a year, for the financial operation of the Club, but at no time may the Board exceed the limit specified by the membership.

The current limits are:

- Single membership may not exceed fifty dollars (\$50).
- Household membership may not exceed sixty dollars (\$60).
- Associate membership (Single) may not exceed fifty dollars (\$50).
- Associate membership (Household) may not exceed sixty dollars (\$60).
- Foreign membership may not exceed sixty dollars (\$60).
- Junior membership may not exceed twenty-five dollars (\$25).

During the month of September, the Treasurer shall cause to be sent to each member a statement of dues for the ensuing year.

Membership dues shall be payable on or before the first day of November of each year, the start of the Club official year. No member may vote whose dues are not paid for the current year.

Anyone joining the Club between August 1st and October 31st shall not have to pay additional dues for the ensuing year. Dues are not refundable.

Section 5. 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. Dues obligations are considered a debt to the Club and they become incurred on the first day of each official year.
- (b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid ninety (90) days after the first day of the official year. However, the Board may grant an additional ninety (90) 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.
- (c) by expulsion. A membership may be terminated by expulsion as provided in Article VII of these bylaws.

ARTICLE III - MEETINGS

Section 1. Annual Meeting.

The Annual Meeting of the Club shall be held in September or October in conjunction with a Club's Specialty Show if possible, at a place, date and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be caused to be published in the Club newsletter by the Secretary or be mailed by the Secretary to each member at least thirty (30) days prior to the date of the meeting. The quorum for the annual meeting shall be ten (10) percent of the members in good standing.

Section 2. Special Club Meetings.

Special Club meetings may be called by the President or by a majority vote of the members of the Board of Directors 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 (10) percent of the members of the Club who are in good standing. Such meetings shall be held at such place, date, and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the Secretary at least fourteen (14) days and not more than thirty (30) days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted. The quorum for such a meeting shall be ten (10) percent of the members in good standing.

Section 3. Board Meetings.

The Board of Directors shall gather in person for at least one (1) meeting each year in conjunction with the Club's Annual Meeting, if possible. 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 and may be conducted in person, via teleconference, or videoconference. Written notice of each such other meetings shall be mailed by the Secretary to each member of the Board 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.

Section 4. Board Business.

The Board of Directors may also conduct business by telephone conference call, mail, and fax provided it does not conflict with any other provision of these Bylaws. All Board members must agree upon the means of communication. Items voted upon by telephone conference call, mail, and fax must be confirmed in writing within seven days.

ARTICLE IV - DIRECTORS AND OFFICERS

Section 1. Board of Directors.

The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and seven (7) Regional Directors, all of whom shall be members in good standing who are residents of the United States and, as prescribed in Alabama law, are at least nineteen years of age.

The President, Vice-President, Secretary and Treasurer shall be elected for a two (2) year term as provided in Article V and shall serve until their successors are elected. The President may serve no more than two (2) consecutive terms. An outgoing President may remain on the Board as an ex-officio, non-voting member for one (1) additional year but may not run again for President at the end of that year.

The Vice-President may serve no more than two (2) consecutive terms. Each Regional Director will serve a three (3) year term with no more than three (3) Directors going off the board each year and no more than three (3) new coming onto the Board. Each Director shall represent a geographical region of the country as defined in Section 3 (c) of this Article and must reside within the region. Regional Directors may serve no more than two (2) consecutive terms.

Section 2. Officers.

The Club's Officers, consisting of the President, Vice-President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

No member may serve in the capacity of President or Vice-President who has not first served on the Board of Directors.

- (a) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Bylaws.
- (b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- (c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken by mail, and of all matters of which a record shall be ordered by the Club. The Secretary shall furnish copies of the Minutes of all meetings to any officer or Board member who requires them to perform his/her duty to the Club, shall be in charge of all official correspondence, and cause members to be notified of meetings. The Secretary shall notify Board Members of meetings, prepare agendas for these meetings and the Annual Meeting. The Secretary shall notify Officers and Directors of their election to office, keep a roll of the current members of the Club with their addresses, and carry out any other official duties as are prescribed in these Bylaws.

- (d) The Treasurer shall collect and receive all moneys due or belonging to the Club. The Treasurer shall deposit the same in a bank approved by the Board, in the name of the Club. The Treasurer shall disperse all payments approved by the Board. The President shall have authority to sign all checks in the case of absence, illness and death of the Treasurer. The Treasurer's books shall at all times, be open to inspection of the Board and the Treasurer 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, the Treasurer shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.
- (e) The offices of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of three (3) officers and seven (7) other persons.

Section 3. Regional Directors.

- (a) One (1) Director from each region shall be elected to the Board by those members in good standing who reside in the Region.
- (b) Each Director shall oversee all Club sponsored activities within their region, which have been approved by the Board.
- (c) The geographic regions to be represented are as follows:

<p>Region 1 Connecticut Maine Massachusetts New Hampshire New York Rhode Island Vermont</p>	<p>Region 2 Illinois Indiana Michigan Minnesota North Dakota South Dakota Wisconsin</p>	<p>Region 3 Alaska Idaho Montana Oregon Washington Wyoming</p>	<p>Region 4 Arizona California Hawaii Nevada New Mexico Utah</p>
<p>Region 5 Colorado Iowa Kansas Missouri Nebraska Oklahoma Texas</p>	<p>Region 6 Alabama Arkansas Florida Georgia Louisiana Mississippi North Carolina South Carolina Tennessee Puerto Rico</p>	<p>Region 7 Delaware District Of Columbia Kentucky Maryland New Jersey Ohio Pennsylvania Virginia West Virginia</p>	

(d) The regions must be comprised by about the same number of members. The Board will review the regions no more than every five years to make adjustments if necessary.

Section 4. 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 then 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 in the office of Vice-President shall be filled by the Board.

Section 5. Powers of the Board.

Subject to the provisions of the laws of Alabama and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members of this Club, the activities and affairs of this Club shall be conducted and all Club powers shall be exercised by or under the direction of the Board of Directors.

Section 6. AKC Delegate

The Delegate to The American Kennel Club, who may, but need not be, an Officer or Director of the Club, shall

be elected by the Board of Directors either at an in-person meeting or by mail. The Delegate shall serve for a term of three (3) years and until the Delegate's successor shall have been duly elected and qualified, unless the Delegate resigns or the appointment is withdrawn by the Board. The Delegate may be an ex-officio, non-voting member of the Board if not a duly elected Officer or Director. The Delegate shall take direction from the Board of Directors and shall represent the interests of the Club at meetings of the Delegates of The American Kennel Club, and shall report to the Club all actions and matters discussed at the AKC's Quarterly Meetings.

ARTICLE V - CLUB YEAR, VOTING, NOMINATIONS & ELECTIONS

Section 1. Club Official and Fiscal Year.

The Club's fiscal year shall begin on the 1st day of July and continue until June 30th.

The Club's official year shall begin on the 1st day of November and continue until October 31st. The newly elected Officers and Directors shall take office on November 1 and receive all properties and records relating to the office. Each retiring Officer shall turn over to his/her successor in office all properties and records relating to the office by November 30th.

Section 2. Voting.

At the Annual Meeting, or at a special meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting.

The election of Officers and Directors, amendments to the Articles of Incorporation or Bylaws, and changes to or adoption of the Standard for the breed, and changes to the maximum amount chargeable as dues shall be decided by written ballot cast by mail.

Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision to the voting members by written ballot cast by mail.

Section 3. Annual Election.

The election of Officers and Directors shall be conducted by secret ballot cast by mail. Ballots shall be delivered unopened no later than 10 days before the Annual Meeting to a committee of three (3) individuals approved by the Board, none of whom may be members of the Board nor nominated for a position as an Officer or Director.

The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the meeting, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the candidate with the next highest number of votes. In the event there was only one candidate for the office, the vacancy shall be filled by the Board of Directors in the manner provided by Article IV, Section 4.

Section 4. Nominations and Ballots.

No person may be a candidate in the Club election who has not been nominated in accordance with these Bylaws.

The Chairman and members of the Nominating Committee shall be chosen by the Board of Directors after November 1 and no later than March 1 each year. The committee shall consist of five (5) members from different areas of the U.S.A. and two (2) alternates, all members in good standing, no more than one of whom may be a member of the current Board of Directors. The Nominating Committee may conduct its business by mail.

- (a) The Nominating Committee shall nominate from among the eligible members of the Club, one (1) candidate for each vacant office position and for each other position on the Board of Directors, and shall procure the acceptance of each nominee so chosen. The Committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. No later than 150 days prior to the Annual Meeting, the Committee shall submit its slate of

candidates to the Secretary. The Secretary shall publicly announce, by publication in the Club newsletter or by mail, the slate of candidates no later than 120 days before the Annual Meeting so that additional nominations may be made by the members if they so desire. The list of candidates will include the full name of each candidate and the name of the State in which he/she resides.

- (b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and received at his/her regular address no later than 60 days before the Annual Meeting, signed by three (3) members and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate.
- (c) No person shall be a candidate for more than one (1) position, and the additional nominations, which are provided for herein, may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- (d) If one or more valid additional nominations are received by the Secretary on or before the 60th day before the Annual Meeting, he/she shall, no later than the 45th day before the Annual Meeting, mail to each voting 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, together with a blank envelope and a return envelope addressed to the Secretary 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 his/her ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope addressed to the Secretary.
- (e) The inspectors of election shall check the returns against the list of members, Single and Household 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 at the Annual Meeting. Balloting will close 14 days before the Annual Meeting after which time the Secretary will notify the candidates of the election results.
- (f) If no valid additional nominations are received by the Secretary on or before the 60th day before the Annual Meeting, the nominations will be closed. The members will be notified (may be published in Fall issue of Club newsletter) that the Secretary has cast one (1) ballot for the Nominating Committee's Slate and no further balloting will be required. The Secretary will notify each candidate of the election results.
- (g) Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

ARTICLE VI - COMMITTEES

Section 1. Appointment.

The Board may each year appoint standing committees to advance the work of the Club or special committees for particular projects. Such committees shall always be subject to the final authority of the Board.

Section 2. Termination.

Any committee appointment may be terminated by a majority vote of the full Board upon written notice to the appointee; and the Board may appoint successors to those persons whose service has been terminated.

ARTICLE VII - DISCIPLINE

Section 1. American Kennel Club Suspension.

Any member who is suspended from the privileges of The American Kennel Club automatically 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 together with a deposit of \$100.00 which shall be forfeited if such charges are not sustained by the Board or a Committee 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 or the breed.

If the Board considers that the charges do not allege conduct, which would be prejudicial to the best interests of the Club or the breed 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 or a Committee of not less than three (3) members of the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one (1) copy of the charges to the accused member by certified mail together with a notice of the hearing and assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

Section 3. Board Hearing.

The Board or Committee 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 or Committee may, by a majority vote of those present, reprimand 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 months. 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 recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

Section 4. Expulsion.

Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon the 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 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 members present shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VIII - AMENDMENTS

Section 1. Proposing Amendments.

Amendments to the Articles of Incorporation and the Bylaws and the Standard for the breed may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty 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 (3) months of the date when the petition was received by the Secretary.

Section 2. Voting on Proposed Amendments.

The Articles of Incorporation and the Bylaws and the Standard for the Breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which he/she may indicate his/her choice for or against the action to be taken. Dual envelope procedures described in Article V, Section 4 (d) shall be followed in handling such ballots, to assure secrecy of the vote. 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 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.

Section 3. AKC Approval.

No amendment to the Bylaws or to the Standard of the breed that is adopted by the Club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

ARTICLE IX - DISSOLUTION

Section 1. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members in good standing. As provided in the Articles of Incorporation, upon the dissolution of this nonprofit corporation, other than for purposes of reorganization whether voluntary or involuntary or by operation of law, the Board of Directors shall, after paying or making provision for the payment of all lawful debts and liabilities of the Corporation, distribute the assets of the corporation of whatever kind and wherever situated to any nonprofit corporation for the benefit of dogs.

No distribution of the assets of this corporation shall ever be made to any member, Director or Officer of this corporation.

ARTICLE X - ORDER OF BUSINESS

Section 1. Annual Meeting.

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
- Report of Committees
- Report of Regional Directors
- Installation of Elected Officers and Board (at Annual Meeting)
- Election of New Members (Annual Meeting)
- 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:

- Minutes of Last Meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Regional Directors
- Reports of Committees
- Unfinished Business
- Election of New Members
- New Business
- Adjournment

ARTICLE XI - PARLIAMENTARY AUTHORITY

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 the Bylaws and any special rules of order the Club adopts.

Bylaw FAQs - GENERAL QUESTIONS and ANSWERS

What are the rules governing a club?

1. Applicable Federal, State and Local Laws
2. Club's Constitution and Bylaws
3. *Robert's Rules of Order, Newly Revised* (parliamentary procedures)
4. Standing Rules (policies adopted by club)

Most State Not-For-Profit statutes usually provide clubs with latitude since they refer most issues back to the organization's governing documents. There will be cases where the club's bylaws are silent, and the statutes will prevail.

Must AKC clubs be incorporated?

Incorporation is not a requirement to be approved as an AKC club, but it is advisable.

CONSTITUTION

What should be included in the constitution?

Please see the [Sample Constitution and Bylaws Checklist](#) for the required provisions which must be included. Please also see AKC's [Club Bylaw Services](#) for the Sample Constitution and Bylaws applicable to your club.

Should clubs have exemption status with the IRS?

ALL AKC clubs are volunteer organizations. The following not-for-profit statement must be included in the Constitution:

"[In Accordance with Federal, State and Local Law] No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws."

While not required, IRS exemption status should be considered: see [IRS Publication 557](#).

BYLAWS

How do we submit bylaw revisions to AKC?

Clubs should provide AKC with their revised document along with a copy of the existing document with strikethroughs for deletions and bold/underline for inclusions. Please see [Club Bylaw Services](#) for guidance in what to submit to Club Relations for processing club bylaw amendments.

The Affirmation of Bylaw Review form must be completed and signed by either a club officer or an attorney.

Does AKC review all bylaw amendments?

Member clubs should submit proposed bylaw amendments to AKC for review, prior to having their club's membership vote on bylaw provisions which may not be acceptable.

AKC reviews Bylaw amendments for all clubs upon receipt of a written request signed by a club officer, Board member, or club-designated Bylaw Chair.

Must all club bylaw amendments be submitted to AKC?

Yes. All AKC clubs must submit bylaw revisions to the AKC for its records.

When do bylaw amendments take effect?

The bylaws for Licensed and Sanctioned clubs (non-Member clubs) become effective once voted on affirmatively by the club's membership. Amendments to Member club bylaws become effective upon approval by the AKC Board of Directors.

Does AKC review Standard Operating Procedures/Standing Rules?

AKC does not review Standard Operating Procedures, Codes of Ethics or Standing Rules documents.

Note: Language contained in separate club documents which contradict the club's Constitution and Bylaws are null and void.

MEMBERSHIP***Can a club impose attendance requirements to maintain membership?***

AKC clubs are volunteer organizations. Provisional membership types or attendance or work requirements or required work assignments should not be imposed since members give of their time and efforts in their own capacities.

Eligibility for club Board positions may include meeting requirements and/or volunteering at club events. Eligibility for the adoption of club membership may include attendance at club meetings and/or participation in club functions as a prerequisite for membership.

What if a membership application is denied?

Please write to your club's Board of Directors. Please see AKC's [Working It Out... Guide](#) for assistance.

How can a member resign from the club?

Resignations with an effective date should be sent to the club's Secretary in writing, addressing the club's board of directors. If indicated in the bylaws, resignations may be rescinded if they have not been announced or formally acted upon by the club's board of directors.

What if members resign when in debt to the club?

Members who are in debt to the club for obligations other than dues may be subject to discipline in accordance with the applicable Federal, State and Local laws.

MEETINGS***How often should local clubs hold meetings?***

AKC suggests local club meetings should be held at least every other month to maintain club member interest and timely attention to club business. Please check State Law and Executive Order(s) for optional methods in holding meetings.

Where must "in person" meetings be held for local clubs?

AKC local club meetings must be held within the AKC approved territory as designated to the club.

Who is counted in a quorum?

Only voting members in good standing are counted when determining a quorum. Quorums should be set no lower than 20% of the voting membership for local clubs and 10% of the voting membership for Parent Clubs.

Non-voting memberships are not counted in determining the quorum. The bare minimum to conduct business as required by State Law may be utilized.

OFFICERS AND DIRECTORS

Where can we find information on officer responsibilities?

Officer duties should be specified within the club's bylaws and further information may be found in the current edition of *Robert's Rules of Order, Newly Revised*. State Law should also be checked.

How many officers/directors should serve on the board?

AKC suggests club boards be comprised of the four main officers (President, Vice President, Secretary and Treasurer) and at least one other person who would be a director. The number of board members should be relative to club size.

What are some of the responsibilities of the Treasurer?

Please see the information contained in Managing Club Finances.

ELECTIONS

When can a nominating committee reconvene?

A nominating committee may reconvene if an individual selected by that committee resigns, but *only* if the nominating committee's slate of nominated candidates has not yet been sent by the secretary to the members.

What happens if the nominating committee's slate is mailed late?

In the case of the nominating committee's slate or the election ballots being mailed late by a certain number of days, the club may seek the written opinion of a Parliamentarian familiar with State Law.

Are absentee balloting and proxy voting permitted?

Unless permitted by State Law and the club's bylaws include this option, absentee balloting and proxy voting are not permitted.

COMMITTEES

How are committees formed?

Committees are usually appointed and terminated by, and is subject to, the final authority of the club's board of directors. The board of directors can accept, in whole or in part, any committee recommendation.

Who should serve on committees?

Usually, only voting members should be appointed to committees since voting on certain topics may be required.

DISCIPLINE

What is the effective date for club member suspensions?

The effective date of a member's suspension may begin after the hearing is conducted by the club's board of directors and the member has been notified by the club of the effective date.

Individuals shall be suspended from their club membership if any of their AKC privileges have been suspended. For this reason, clubs must include the words "any

of" in their bylaws with respect to AKC suspension. See AKC's Board of Directors definition of Good Standing.

For more information, please see the *Tips and Best Practices for Effective Club Bylaws* document.

AMENDMENTS

How are bylaw amendments implemented?

Local clubs should follow their club's amendment article contained in the bylaws. The provision usually requires that the membership be notified of the changes in writing, at least two weeks in advance with notice of a regular meeting or special club meeting called for that purpose and propose. The proposed amendments must be voted on affirmatively by 2/3rds secret vote of the members present in order to become effective.

For Parent Clubs (national), the amendment article contained in its bylaws would provide the procedures for secret voting to be conducted by either a dual-envelope or electronic balloting procedure. Notice must be sent by methods in accordance with State Law as noted in the Bylaws and breed standard revisions must be processed in accordance with AKC policies.

DISSOLUTION

What should clubs submit to AKC upon dissolution?

Should a club choose to dissolve, AKC requires in writing the possible reasons for dissolution, the date an affirmative vote of the membership was reached to dissolve, the percentage of members who voted to dissolve, and to which organization(s) club funds were donated. State Law must be adhered to with respect to dissolution for clubs which are Incorporated.

(9/2021; revised 1/2023)



Affirmation of Bylaw Review

This is to affirm that the proposed Constitution and Bylaw amendments as submitted to The American Kennel Club for review and approval are in compliance with the statutes of the State in which this club is incorporated.

It is in the best interest of the club to have an attorney review the club's bylaws for State Law compliance. However, some clubs may not have the resources to hire an attorney for the club's bylaw review. In this case, a current club officer may confirm with his/her signature that to the best of his/her knowledge, the club's bylaws are compliant with State Law.

Date: _____

Club Name: _____

All Current Club Officers Contact Information [Email and Phone]:

Signature of a Club Officer: _____

Incorporation Date: _____ State: _____

Name of Club's Attorney (print): _____

Address: _____

Signature of Club's Attorney: _____