

BY-LAWS

ADMIRAL PERRY OBEDIENCE TRAINING CLUB, INC.

Original November 1967

Revised January 1980

June 1986

May 1995

March 2004

February 2007

ADMIRAL PERRY OBEDIENCE TRAINING CLUB, INC.

BY LAWS

ARTICLE I

NAME AND OBJECTIVE

1. The name of the corporation shall be Admiral Perry Obedience Training Club, Inc.
2. The objective of the corporation shall be to further the advancement of all breeds of pure-bred dogs and to conduct performance events under the rules of the American Kennel Club, including Obedience, Agility and all other events for which the club is eligible under the Rules and Regulations of the American Kennel Club without pecuniary gain or profit incidental or otherwise to its members.

ARTICLE II

OFFICES

1. The registered office of the Corporation shall be the address of the Secretary.
2. The Corporation may also have offices at each other places as the Board of Directors may from time to time appoint as the business of the Corporation may require.

ARTICLE III

SEAL

1. The Corporation seal shall have inscribed thereon the name of the Corporation, the year of its incorporation, and the words "Corporate Seal, Pennsylvania".

ARTICLE IV

CLUB YEAR

1. The club's fiscal year shall begin on the 1st day of September and end on the 31st day of August.

ARTICLE V

MEMBERSHIP MEETINGS

1. Meetings of the members shall be held at such place or places, either within or without the Commonwealth of Pennsylvania, as may from time to time be selected as determined by the Board of Directors.
2. The annual meeting of the members shall be held on the second week of June as designated by the Board with the approval of the membership, each year if not a legal holiday. If a legal holiday, then on the next secular day following, at a time designated by the Secretary, when they shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within six months after the designated time, any member may call such meeting.

3. The presence of 25% of the members of the Corporation shall constitute a quorum at all meetings of the membership for the transaction of business except as otherwise provided by law, by articles of incorporation, or by these by-laws. If, however, such quorum shall not be present or represented at any meeting of the membership, those entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite number of members shall be present. In case of any meeting called for the election of officers and directors, adjournment or adjournments may be taken only from day to day until such officers and directors have been elected, and those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing officers and directors.
4. Written notice of the annual meeting shall be mailed to each member entitled to vote thereat, at such address as appears on the books of the Corporation, at least five (5) days prior to the meeting.
5. Special meetings of the members may be called at any time by the President or the Board of Directors or not less than one-fifth of all the members in good standing. At any time, upon written request of any person entitled to call a special meeting, it shall be the duty of the Secretary to call a special meeting of the members, to be held at such time as the Secretary may fix, not less than seven (7) nor more than thirty (30) days after receipt of the request.
6. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto.
7. Written notice of a special meeting of members, stating the time and place and object thereof, shall be mailed, postage prepaid, to each member entitled to vote thereat at such address as appears on the books of the Corporation, at least five (5) days before such meeting, unless a greater period of notice is required by statute in a particular case.

ARTICLE VI

DIRECTORS

1. The business of this Corporation shall be managed by its Board of Directors, eleven (11) in number. Board members must be members in good standing for at least one year prior to their nomination. They shall be elected by a majority of a quorum of the members at the annual meeting of the members of the Corporation. Each Director shall be elected for a term of one year and until his successor shall be elected and shall qualify. The election of Directors to be conducted on the same basis as that of electing officers, as defined in Article 6, Section 1 paragraphs 1 and 2).
2. In addition to the powers and authorities by these By-laws expressly conferred upon them, the Board of Directors of this Corporation shall exercise all powers of the Corporation and so all such lawful acts and things as are not by statute or by the Articles or by these By-laws directed or required to be exercised or done by the members.
3. The meetings of the Board of Directors may be held no less than six (6) times a year at such place within this Commonwealth, or elsewhere, as a majority of the Directors may from time to time appoint, or as may be designated in the notice calling the meeting.
4. Each newly elected Board may meet at such place and time as shall be fixed by the members at the meeting at which such Directors are elected. No notice shall be necessary to the newly elected directors in order legally to constitute the meeting, or they may meet at such place and time as may be fixed by the consent in writing of all the directors.

5. Special meetings of the Board may be called by the President on five (5) days notice to each Director, either personally or by mail, or by telephone, or by telegram, or by FAX. Special meetings shall be called by the President or Secretary in like manner and on like notice upon written request of two Directors.
6. A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If all the Directors shall severally or collectively consent in writing to any action to be taken by this Corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors.
7. Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board; provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.
8. The Board of Directors shall appoint, in September of each year, persons to fill the offices of Training Director and Assistant Training Director. Both shall be members in good standing for at least one year. The Training Director and Assistant Training Director shall be appointed for a term of one year or until their successors are appointed. The Training Director and Assistant Training Director shall serve as advisors to and be an integral part of the Board.

ARTICLE VII

OFFICERS

1. The Executive Officers of the Corporation shall be chosen by the members and shall be:
 - President
 - Vice President
 - Recording Secretary
 - Corresponding Secretary
 - Treasurer

The members may also choose such other officers and agents as they may deem necessary who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board. No person may hold more than one elected office at one time.

The election of officers is to be by majority vote of the membership present at the election meeting, providing only that the membership present comprises a quorum of the full membership in good standing and that the membership has been given written notice of the pending election at least five days prior to the election meeting.

Further, five of the eleven memberships on the Board of Directors are served for, and pre-empted by, those members elected by the membership to hold the offices of President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer.

In addition, no President shall succeed himself in that office more than once.

Before any member is eligible for office, he/she must be a member in good standing:

President	Two Years
Vice President	Two Years
Recording Secretary	One Year
Corresponding Secretary	One Year
Treasurer	Five Years

2. The Officers and Directors of this Corporation are to receive no salary for the holding of these offices or the performance of duties pertinent thereto.
3. The Officers of the Corporation shall hold office for one (1) year, except the Treasurer whose term shall be two (2) years, until their successors are chosen and have been qualified. The power to remove officers and/or members of the Board of Directors resides exclusively in the membership of the club. Exercise of this power is to be by ballot using the same procedures as that used for the election of officers. Any Officer elected or appointed by the members may be removed by the members whenever, in their judgment, the best interests of the Corporation will be served thereby.
4. The President shall be the Chief executive Officer of the Corporation. He/she shall see that all orders and resolutions of the Board are carried into effect; subject however, to the right of the Directors to delegate any specific powers, except such as may be statute exclusively conferred on the President, to any other Officer or Officers of the Corporation. He/she shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation. He/She shall be an ex-officio member of all committees. He/She shall not have the powers of a general manger, but only the powers of authority delegated to him/her by the Board of Directors at a duly called meeting of the same.

The President shall have the authority to appoint all committees. Appointments to standing committees are subject to approve of the Board of Directors.

5. The Recording Secretary shall attend all sessions of the Board and all meetings of the members and acts as clerk thereof, and record all the votes of the corporation and the minutes of all it's transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He/she shall perform such other duties as may be prescribed by the Board of Directors or President, and under whose supervision he/she shall be. He/she shall keep in safe custody any permanent records and the Corporate seal of the Corporation, and when authorized by the Board, affix the same to any instrument requiring it.
6. The Treasurer shall have custody of the Corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the monies of the Corporation in a separate account to the credit of the Corporation. He shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall be bonded.

7. The Corresponding Secretary shall attend all session of the Board and all meetings of the members. He/she shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties pertaining to correspondence as may be prescribed by the Board of Directors or President, and under whose supervision he/she shall be.
8. The Vice President shall attend all sessions of the Board and all meetings of the members. In the event of the President's absence, the Vice President shall preside over the meeting. He/she shall serve as Quarter Master for the Corporation, being responsible for obtaining all supplies needed by the club and its activities.

ARTICLE VIII

VACANCIES

1. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors shall choose a successor or successors who shall hold office for the un-expired term in respect to which such vacancy occurred.

2. Vacancies in the Board of Directors shall be filled by a majority of the remaining members of the Board though less than a quorum, and each person so elected shall be a director until his successor is elected by the members, who may make such election at the next annual meeting of the members or at any special meeting duly called for that purpose and held prior thereto.

ARTICLE IX

CORPORATE RECORDS

1. There shall be kept at the registered office of the Corporation an original or duplicate record of the proceedings of the members and the directors; the original or a copy of its By-laws, including all amendments or alterations thereto to date, certified by the Secretary of the Corporation.
2. Every member shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, for any reasonable purpose, the member register, books or records of account, and records of the proceedings of the members and directors, and make extracts there from.

ARTICLE X

MEMBERSHIP

1. Membership in the Corporation shall constitute the following classes open to all persons who are in good standing with the American Kennel Club and whose subscribe to the purposes of the Corporation.

A. Regular Membership	18 years of age and older
B. Life Membership	Automatic after 20 years in good standing
C. Jr. Membership	14 through 17 years of age
D. Family	Husband and wife and minor children under age 14; Each adult family member must make separate application and fulfill all membership requirements.
2. A regular membership fee shall be paid annually, in advance, on the first day of September of each year, in an amount to be determined by the Board of Directors. There will be no fee for life members. The fee for junior members will be half of that for regular members.

The family membership fee shall be one and one-half (1 ½) times that of the regular membership fee.
3. Each member whose dues are paid for the current year should be entitled to one vote at any meeting of the club at which he/she is present. Proxy voting will not be permitted at any club meeting or election.
4. Each applicant for membership shall apply on forms approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Articles of Incorporation and By-laws, and rules of the American Kennel Club. The application shall state the name and address of the applicant and carry the endorsement of one (1) or more members. Concurrent with the application, the prospective member shall submit payment of the current year's dues for applications submitted during the first half of the fiscal year, or one-half (1/2) the amount of dues if submitted within the second half of the fiscal year.

The application shall be filed with the Secretary of the Corporation. It will be read at two membership meetings with the applicant present. A vote will be taken at the next Board meeting at which the applicant is not present. If a member wishes to speak for or against the applicant, he/she should notify the Board in writing. If the applicant is accepted or rejected, he/she will be notified by the Secretary before the next meeting. Applicants for membership who have been rejected by the Corporation may not reapply within six months after such rejection.

5. Member in good standing – Any member will be considered to be in good standing who has complied with the articles and by-laws. In addition, he/she must:

- 1) Satisfy all financial obligations to the Corporation at least sixty (60) days after the first day of the fiscal year which is September 1st; and
- 2) Attend a majority of the membership meetings within the past fiscal year; and
- 3) Be an active participant in club activities as follows:
 - a) Be a trainer or assistant trainer for a majority of a series of public classes; or
 - b) Chair a trial committee; or
 - c) Work at a trial

Special circumstances will be decided by a majority vote of the Board of Directors.

6. Termination of membership

- A. By Resignation: Any member in good standing may resign as a member of the Corporation upon written notice to the Secretary of the Corporation. No member may resign when in debt to the Corporation. Membership dues are debts of the Corporation and they become incurred on the first day of each fiscal year.
- B. By Lapsing: The membership may be considered lapsed and automatically terminated if such member's dues remain unpaid for sixty (60) days after the first day of the fiscal year. However, the Board may grant an additional ninety (90) days' grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Corporation meeting whose dues are unpaid as of the date of that meeting.
- C. By Expulsion: A member may be terminated by expulsion as follows:
 - 1) Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Corporation for a like period.
 - 2) Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of this Corporation. Written charges with specifications must be filed in duplicate with the Secretary, together with a deposit of \$10.00, which shall be forfeited if such charges are not sustained. The Secretary shall promptly notify the Board of Directors, who shall meet and fix a date for a Board hearing not less than three (3) weeks or more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail, together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he/she wishes.
 - 3) Board Hearings: The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by the complainant and defendant, the Board may by a majority vote of those present suspend the defendant from all privileges of the Corporation for not more than six (6) months from the date of the hearing. And, if it deems such 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 fellow members at the ensuing Corporation meeting which considers the Board's recommendation. Immediately after the Board 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 Board's decision and penalty, if any.

- 4) Expulsion of a member from the Corporation may be accomplished only at a meeting of the Corporation following a Board hearing and upon the Board's recommendation as provided in Section (3) of this article. Such proceedings may occur at a regular or special meeting of the Corporation to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and invite the defendant, if present, to speak in his behalf if he wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds vote of those present at the meeting shall be necessary for expulsion. If expulsion is not voted, the Board's suspension shall stand.

ARTICLE XI

ORDER OF BUSINESS

1. At meetings of the members of the Corporation, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:
 - Call to order
 - Roll Call
 - Minutes of the last meeting
 - Report of President
 - Report of Secretary
 - Report of Treasurer
 - Report of the Corresponding Secretary
 - Report of Training Director
 - Report of Committees
 - Election of Officers and Board (at annual meeting)
 - Unfinished business
 - New business
 - Adjournment
2. At meetings of the Board, the Order of business, unless otherwise directed by a majority vote of those present, shall be as follows:
 - Call to order
 - Reading of minutes of last meeting
 - Report of Recording Secretary
 - Report of Corresponding Secretary
 - Report of Treasurer
 - Report of Training Director
 - Report of committees
 - Unfinished business
 - New Business
 - Adjournment

ARTICLE XII

COMMITTEES AND DELEGATES

1. Each year, standing committees will be appointed to advance the work of the Corporation in such matters as obedience trials, annual prizes, membership, and other fields, which may well be served by committees.

Such special committees may also be appointed by the President to aid the Corporation on particular projects, such as:

- 1) Audit
 - 2) Bylaws and Procedures
 - 3) Drill Team
 - 4) Program
 - 5) Publicity
 - 6) Trial Committee and Sub-Committees
 - 7) Match Committee and Sub-Committees
 - 8) Training Classes
 - 9) Social (Christmas party, picnics, etc.)
 - 10) Sunshine
 - 11) Hospitality
2. 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 persons whose services have been terminated.
 3. The Board of Directors shall appoint a committee of one as the delegate to the American Kennel Club from year to year.

ARTICLE XIII

AMENDMENTS

1. The Charter and by-laws of this Corporation shall be amended by a majority vote of the members of the Corporation or by a majority vote of the Directors, which action of the Directors must be ratified by the members.

The requirements of the American Kennel Clubs approval for the Amendment to the Club's Constitution and by-laws is contingent upon the Club's formal affiliation with the AKC at the time such amendments are proposed and/or voted upon.

ARTICLE IV

DISSOLUTION

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 the event of the dissolution of the club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the club nor any proceeds thereof nor any assets of the club shall be distributed to any members of the club but after payment of the debts of the club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE XV

PROCEDURE

Resolution of all questions or procedure or parliamentary law not specified in these by-laws or the by-laws of the American Kennel Club shall be guided by the writings of Henry M. Robert.

Signature

Signature

Signature

Signature

tw
4.14.95

ADMIRAL PERRY OBEDIENCE TRAINING CLUB

STANDING RULES AND REGULATIONS

1. No new dogs be admitted to our training classes after the second week – to be strictly enforced. (8-3-82)
2. Leader and/or service dogs can train free of charge in our public classes. (6-5-84)
3. Club members may train their own dogs in public classes for a fee of \$15.00. (5-3-83)
4. A diploma policy should exist. To receive a diploma, a public class participant must:
 - a. Come to graduation; this date must be announced in advance; or
 - b. Tell their instructor 2-3 weeks in advance that they will not attend graduation but would like their diploma, and it will be prepared early and given to them at class; or
 - c. Provide an envelope or postage for their diploma to be sent to them. (10-2-84)
5. Any scores toward a Canadian degree, received at a sanctioned trial, will be considered in score averages for the traveling trophy award. (12-4-84)
6. Anyone who moves the trailer to the trial site will be paid \$0. 50 a mile or a \$10.00 minimum. (12-12-92)
7. Only members in good standing are permitted to take public training classes for \$15.00. (11-8-94)