

GREATER TOLEDO OBEDIENCE TRAINING CLUB, INC.

CONSTITUTION
April, 2018

NAME AND OBJECTS

SECTION 1. The name of this organization shall be GREATER TOLEDO OBEDIENCE TRAINING CLUB, INC.

SECTION 2. The objects of the Club shall be:

- a.) To further the advancement of training for all dogs; to teach humane methods and inform dog owners of the responsibilities of ownership;
- b.) To do all in its power to protect and advance the interests of all dogs and to encourage sportsmanlike competition at dog shows and dog performance events;
- c.) To conduct dog performance events under the rules of the American Kennel Club;
- d.) To conduct educational programs on training and dog ownership;
- e.) To contribute to charitable organizations for the benefit of dogs.

SECTION 3. To own, lease or rent either real or personal property or both; to carry on such financial transactions which may, in the opinion of the Board of Directors and membership, be necessary to continue the activities in which the Corporation is engaged; and to do all things incident, convenient or necessary to the successful consummation of the object or objects of the Corporation, in accordance with provisions in the Bylaws.

SECTION 4. The Club shall not be conducted or operated for profit, and no part of any profits or remainder or residue from Club funds or real estate owned by the Club shall inure to the benefit of any member or individual nor shall any individual member of the Club be personally liable for any debt, liability or obligation of the Club and each member shall be protected from liability for any such debt, liability or obligation as provided in R.C. §1745.01-.04.

SECTION 5. The members of the Club shall adopt and may from time to time revise such Bylaws as may be required to carry out these objects.

BYLAWS

ARTICLE I

MEMBERSHIP

SECTION 1. Eligibility. There shall be 2 types of membership open to all persons interested in obedience training of dogs and in good standing with the American Kennel Club:

- a.) Active Membership - Any person of good character eighteen (18) years of age or over and in good standing with the American Kennel Club is eligible for Active Membership.
- b.) Junior Membership - Any person of good character and between the ages of ten (10) years and eighteen (18) years of age and in good standing with the American Kennel Club is eligible for Junior Membership. A Junior Member is not entitled to hold office or to vote but may attend monthly meetings and participate in educational programs.

SECTION 2. Dues.

- a.) Individual active membership dues shall be ten Dollars (\$10.00) per year due prior to the 1st day of June of each year.

c.) Dues for junior membership shall be Five Dollars (\$5.00) per year due prior to the 1st day of June of each year.

No member shall be entitled to vote if his dues are not paid.

SECTION 3. Election to Membership. Each applicant for active membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these constitution and Bylaws and the rules of the American Kennel Club. The applicant must attend two (2) meetings or have worked at two (2) GTOTC events before making formal application. The application shall state the name, address and occupation of the applicant and it shall carry the endorsement of two (2) members, one of whom must be a director of the Club. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Recording Secretary and each application is to be acted at the first Board of Directors meeting following its receipt. An affirmative vote of three-quarters (3/4) of the board members present is required. If passed by the Board, at the next club meeting the application will be voted upon and an affirmative vote of three-quarters (3/4) of the members present and voting at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Club may not reapply within six (6) months after such rejection.

SECTION 4. Termination of Membership.

Memberships may be terminated:

a.) By Resignation. Any member in good standing may resign from the Club upon written notice to the Corresponding 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 1st day of each fiscal year.

b.) By Lapsing. Any member who shall fail to pay the annual dues within ninety (90) days after June 1st in each year, shall stand suspended from all privileges of the Club, 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. The Treasurer shall notify in writing such suspension.

c.) By Expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

d.) Notification of dues date will be emailed during the month of April. Separate statements will be sent to active members for delinquent dues. Treasurer will send list to Corresponding Secretary.

ARTICLE II

MEETINGS AND VOTING

SECTION 1. Club Meetings. The Club meetings shall be held within thirty (30) miles of the City of Toledo on the second Friday in June (Annual Meeting), August, October, January, April and May at such time and place as designated by the Board of Directors or any Board member authorized by the Board to arrange meetings. Emailed notice of each such meeting shall be emailed by the Corresponding Secretary at least seven (7) days prior to the date of the meeting. The quorum for such meetings shall be twenty percent (20%) of the active members.

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 or shall be called by the Recording Secretary upon receipt of a petition signed by five (5) active members of the Club who are in good standing. Such special meeting shall be held within thirty (30) miles of the City of Toledo at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Emailed notice of such meeting shall be mailed by the Corresponding Secretary at least seven (7) days and not more than fifteen (15) days prior to date of meeting. Said notice shall state the purpose of the meetings and no other club business may be transacted thereat. The quorum for such a meeting shall be twenty percent (20%) of the active members in good standing.

SECTION 3. Board Meetings. There shall be a regular meeting of the Board of Directors at least every six (6) months, held within thirty (30) miles of the City of Toledo, the date and place of which meeting shall be decided by the Board. Notice of each such meeting shall be emailed by the Corresponding Secretary seven (7) days prior to the meeting to each Director. The quorum for such a meeting shall be seven (7) Directors.

SECTION 4. Special Board Meetings. Special Board meetings shall be called at the direction of the President or upon written request of five (5) Directors. Such special meetings shall be held within thirty (30) miles of the City of Toledo, at such place, date and hour as may be designated by the person authorized herein to call such meeting. Notice of such meeting shall be emailed

by the Corresponding Secretary at least seven (7) days prior to such meeting to each Director. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be seven (7) Directors. The President may also poll the Directors individually on specific issues by telephone or other form of communication when calling a Special Board Meeting is not feasible.

SECTION 5. Voting. Each active member in good standing whose dues are paid for the current year shall be entitled to one (1) vote at any meeting of the Club at which he is present. Proxy voting will not be permitted at any Club meeting or election. Junior members shall not be entitled to vote.

ARTICLE III

DIRECTORS AND OFFICERS

SECTION 1. Board of Directors. The GREATER TOLEDO OBEDIENCE TRAINING CLUB, INC. shall be governed by a Board of Directors consisting of the President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer and three (3) other members who shall serve as directors, all of whom shall be members in good standing and all of whom shall be elected for two (2) year terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. The Board of Directors shall have the general management of the business and affairs of the Club and assume all obligations, perform all duties appertaining to the office of Directors, provided however that all the powers conferred by this Article of the Bylaws shall be exercised subject to all other provisions of these Bylaws and all amendments and/or additions thereto for a corporation not for profit and as outlined by the statutes of the State of Ohio.

a.) At the last regular meeting of the Board of Directors prior to the annual meeting, the Board shall appoint a committee consisting of three (3) Directors none of whom shall be the Treasurer to examine and audit the books of the Treasurer. They shall report the finding of same in writing with their signatures to the membership.

SECTION 2. Officers. The Club's officers, consisting of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and 3 board members shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

a.) The President shall preside at all meetings of the members and Board of Directors' meetings and shall preserve order; enforce all laws and regulations; shall be ex-officio a member of all committees with voting power except the Nominating Committee; and perform such other duties as are incident to the office and may from time to time be required to perform other duties of him by the members or the Board of Directors.

b.) The Vice President shall perform all the duties of the President in the death, absence or disability of the President.

c.) The Recording Secretary shall keep and make proper records of the minutes of all proceedings of the Club, which shall be attested by him; keep roll of members present at all meetings; shall prepare for each meeting a memorandum from the previous minutes for the use of the President; shall transact such other business and perform such further duties as may be directed by the Board of Directors.

d.) The Corresponding Secretary shall keep an alphabetical list of the members; shall mail notices of meetings to the members at least seven (7) days prior to the meeting; shall have charge of all correspondence, notify new members of their election to membership and notify officers and directors of their election to office.

e.) The Treasurer shall keep accurate books of accounts of the Club's business; shall take charge of all funds; shall collect all dues; give membership cards which are not transferable as receipts; shall collect obedience class registration fees and shall deposit all Club funds in a bank designated by the Board in the name of the Club; shall disburse the funds of the Club only upon order of the Board; shall present a statement of accounts at each regular members meeting and each Board meeting to be filed subject to audit. His books shall at all times be open to inspection of the Board.

SECTION 3. Vacancies. Any vacancy occurring during term of office in any of the offices or Board of Directors shall be filled for the unexpired term of office by vote of all the remaining members of the Board of Directors at its first regular meeting or, if urgent, by a special Board meeting; except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.

ARTICLE IV

THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

SECTION 1. Club Year. The Club's fiscal year shall begin on the 1st day of June and end on the 31st day of May of each year. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the annual meeting.

SECTION 2. Annual Meeting. The annual meeting shall be held in June for the purpose of election of officers and Board members whose terms expire; and any other business that may arise. The election shall be held by secret, written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within thirty (30) days after the election. Quorum for all such meetings shall be twenty percent (20%) of the membership in good standing.

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

a.) The President, Corresponding Secretary, and two (2) Board member-at-large to be elected in even years.

b.) The Vice President, Recording Secretary, Treasurer, and two (2) Board members-at-large to be elected in an odd year.

SECTION 4. Nominations. No person may be a candidate in a Club election who has not been nominated. At the regular meeting in April of each year there shall be selected a nominating Committee, consisting of five (5) members, three (3) of whom shall be appointed by the Board of Directors; first named shall act as Chairman; and two (2) members to be nominated from the floor. All members of the Nominating Committee must be in good standing and no one may serve on same more than once in two (2) years. It shall be the duty of the Chairman for the Committee to hold a meeting before the June monthly meeting.

a.) It shall be the duty of the Nominating Committee to prepare a slate containing one (1) name for each office and the required number of positions for the Board of Directors to be filled, and after securing the consent of each person so nominated, shall immediately report their nominations to the Board of Directors in writing. A candidate must be an active member in good standing for at least one (1) year.

b.) Additional nominations may be made at the May meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position (except for the position of delegate).

c.) Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

ARTICLE V

COMMITTEES

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as performance events, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

SECTION 2. Any committee 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.

ARTICLE VI

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. Written charges with specifications must be filed in duplicate with the Recording Secretary with a deposit of Ten Dollars (\$10.00) which shall be forfeited if such charges are not sustained by the Board of Directors. The Board shall have authority to determine whether it has jurisdiction to entertain a hearing and may refuse same. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The

Recording Secretary shall promptly send one (1) 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 wishes.

SECTION 3. Board Hearing. The Board shall have both the power of suspension for not more than six (6) months, or, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary in turn shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 4. Expulsion. Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of the Article. Such proceedings may occur at a regular or special meeting of the Club to be held within sixty (60) days, but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. A two-thirds (2/3) vote of the voting members present at the meeting shall be necessary for expulsion. The vote shall be secret, written ballot. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII

AMENDMENTS

SECTION 1. Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by twenty percent (20%) 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 recommendation of the Board by the Recording Secretary for a vote within three (3) months of the date when the petition was received by the Recording Secretary.

SECTION 2. The Constitution and Bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE VIII

DISSOLUTION

SECTION 1. If the Club is dissolved, it must be by the written consent of not less than two-thirds (2/3) of the voting membership. In the event of dissolution of the Club, whether voluntary or involuntary or by operation of law, after payment of debts of the Club, all of its remaining assets shall be distributed to charitable organizations that qualify as exempt organizations under Internal Revenue Code, providing further that said organizations must promote one or more of the objectives set forth in these Bylaws. None of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any member of the Club, nor to any individual. Selection of the charitable organizations to receive the assets shall be selected by the Board of Directors for presentation to the voting members for final note. The American Kennel Club shall be notified of the Club's dissolution and the selection of the charitable organization who will receive same and the amount they will receive.

ARTICLE IX

ORDER OF BUSINESS

SECTION 1. At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of Last Meeting
- Report of President
- Report of Recording Secretary and Corresponding Secretary
- Report of Treasurer
- Reports of Committee Chairmen
- Election of Officers and Board of Director Members (At Annual Meeting)
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

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

Reading of Minutes of Last Meeting
Report of Recording Secretary and Corresponding Secretary
Report of Treasurer
Report of Committees
Unfinished Business
New Business
Adjournment