

**PISCATAQUA OBEDIENCE CLUB, INC.  
CONSTITUTION**

**ARTICLE 1**

**NAME AND OBJECTS**

**Section 1.** *The name of this Club shall be the Piscataqua Obedience Club, Inc.*

**Section 2.** *The objects of this Club shall be:*

- a. *To further the advancement of all dogs and help improve the relationship among individuals, society and dogs;*
- b. *To do all in its power to protect and advance the interests of all dogs, and to encourage sportsmanlike behavior at all times, and*
- c. *To sponsor dog training classes in a variety of venues.*

**Section 3.** *This Club shall not be conducted or operated for profit and no part of any profits or remainder of residue from dues or donations to the Club shall ensure to the benefit of any member or individual.*

**Section 4.** *The members of the Club shall adopt and from time to time revise such By-Laws as may be required to carry out these objects.*

**PISCATAQUA OBEDIENCE CLUB, INC.  
BY-LAWS**

**ARTICLE 1**

**MEMBERSHIP**

**Section 1: Eligibility.** There shall be four types of membership open to all persons who subscribe to the purpose of the Club.

- a. **Active Membership:** Members pay full dues for a single or family membership and participate in the activities of the Club at or above the level proposed by the Board of Directors and approved by the active membership. Active members are eligible for full benefits of membership. Current requirements and benefits will be available in the Policies and Procedures Manual, and eligibility will be reviewed on an annual basis.
- b. **Associate Membership:** Members pay full dues for a single or family membership but do not participate in the activities of the Club at or above the level proposed by the Board of Directors and approved by the active membership. Associate members will receive the newsletter and are welcome at all meetings and events, but will not be eligible for additional benefits.
- c. **Lifetime Active Membership:** Members with 10 or more years of active membership who continue to meet the requirements for active membership will be designated Lifetime Active Members, be exempt from dues, and be eligible for all benefits of active membership. Eligibility for active membership will be reviewed on an annual basis.
- d. **Lifetime Associate Membership:** Members with 10 or more years of active membership who do not currently meet the criteria for active membership will be designated Lifetime Associate Members, will be exempt from dues, will receive the newsletter and are welcome at all meetings and events, but will not be eligible for additional benefits.
- e. **Honorary Membership:** The Board of Directors, at its discretion, may nominate an individual who has performed extraordinary service on behalf of POC. Upon approval of the active membership, Honorary Members will not be assessed dues, will be welcomed at all Club activities and will receive the newsletter, but are not eligible for other Club benefits.

While membership is to be unrestricted as to residence, the primary purpose is to serve dog owners and competitors within 50 air miles of the Town of Kittery, Maine.

**Section 2: Dues.** Membership dues will be reviewed on an annual basis. Changes will be proposed by the Board of Directors and approved by the active membership. Dues are payable on or before the first day of the Club's fiscal year, and considered in arrears 60 days after that date. Newly-elected members who have paid dues within two months of the next fiscal year will be considered paid in full for the following year.

**Section 3. Election to Membership.** Each applicant for 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 By-Laws. Details of the process are described in the Policies and Procedures Manual.

**Section 4. Termination of Membership.** Members may be terminated by:

- a. **resignation.** Any member may resign from the club upon written notice to the Corresponding Secretary-
- b. **lapsing.** The membership will be considered lapsed and automatically suspended if dues remain unpaid 60 days after the first day of the Club's fiscal year. In no case shall a person be entitled to vote at any Club meeting whose dues are unpaid on the date of that meeting. Members who have lapsed for 12 months or more must reapply for membership.
- c. **expulsion.** A membership may be terminated by expulsion as provided in Article 6 of these By-Laws.

**ARTICLE 2**

**MEETINGS AND VOTING**

**Section 1: GENERAL MEETINGS:** The Club will hold regularly scheduled general meetings, open to members and guests, throughout the year. Meeting times will be consistent whenever possible, and any changes in scheduling other than emergency cancellations will be communicated to the members at least 7 days prior to the meeting. The quorum for all general meetings will be 40 percent of the eligible members.

**Section 2: BOARD MEETINGS:** The Board of Directors will schedule meetings immediately prior to the general meetings. The Board may meet in executive session for ten (10) minutes to deal with housekeeping matters before opening the meeting to the membership. A quorum will be a majority of the Directors. The Board may also conduct routine business via conference call or e-mail as appropriate.

**Section 3: SPECIAL MEETINGS:** The Board of Directors may call a special executive session meeting to discuss urgent and/or confidential matters. There must be adequate notice of the meeting to insure a quorum, and no business other than that stated in the notice may be transacted. The Board may also conduct routine, day-to-day business via phone or e-mail.

At the discretion of the President or vote of the active members, the Club may call a special meeting to discuss a single issue that cannot easily be handled at a regularly scheduled general meeting. Protocols for calling any special meeting are contained in the Policies and Procedures Manual.

**Section 4: NOTIFICATION OF MEETINGS:** All meetings will be held within fifty air miles of Kittery, ME. Scheduling will be consistent whenever possible, and any changes to the regular schedule as to date, time and/or location will be communicated to the membership at least seven days prior to the meeting. Notice of any special general meetings will be communicated at least seven days prior to the meeting, and include the agenda. No other business may be transacted at this meeting.

**Section 5: VOTING.** With the exception of the President, each active member 16 years or older is eligible to vote at any general meeting of the Club at which s/he is present. Proxy voting is intended to permit active and lifetime active members the opportunity to vote when they cannot attend general meetings. Proxy votes must be received, in a sealed envelope, by the recording secretary prior to the start of the general meeting when the vote is being taken. The President may cast a vote in the case of a tie or secret ballot. All Directors present at a Board meeting are eligible to vote.

## ARTICLE 3

### DIRECTORS AND OFFICERS

**Section 1. Board of Directors.** The Board of Directors shall be comprised of the President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer, and three members-at-large, all of whom shall be active or lifetime active members, and a member of the Club for at least one year. The immediate past president will serve as a non-voting *ex officio* member for one year following termination of his or her term. They are elected at the Club's Annual Meeting as provided in Article 4 of these By-Laws and shall serve until their successors are elected. General coordination of the Club's affairs shall be entrusted to the Board of Directors, including authorization of expenditures not exceeding \$500.00.

**Section 2. Officers.** The Club's officers, consisting of the President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer, whose terms of office are unlimited, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

1. **The President** shall preside at meetings of the Club and of the Board, and shall have the duties and normally pertaining to the office of President in addition to those particularly specified in the By-Laws.
2. **The Vice President** shall have the duties and exercise the power of the President in case of the President's incapacity, absence, resignation, or death.
3. **The Recording Secretary** shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club. He or she shall keep a roll of the members of the Club with their addresses and carry out such other duties as prescribed in these By-Laws.
4. **The Correspondence Secretary** shall conduct correspondence on behalf of the club, notify officers and directors of their election to office, notify new members of their election to membership, and keep a roll of all members with their addresses and carry out such other duties as are prescribed in these bylaws.
5. **The Treasurer** shall collect and receive all monies due or belonging to the Club. He or she shall deposit the same in a bank designated by the Board in the name of the Club. His or her books shall at all times be open to the inspection of the Board and he or she shall report to the membership at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the first general meeting following the Annual Meeting he or she shall render an account of all monies received and expended during the previous fiscal year.

**Section 3. Agents of the Club.** In addition to the officers, the club may appoint agents to perform duties required for effective management of club activities. These may include, but are not limited to class registrar, editor of *The Telegram*, Website Master, Google group owners and facilities manager. At its discretion the Board of Directors may authorize stipends to these agents. Any disbursement of stipends will be summarized in the officers' annual report. Job descriptions for these agents will be provided and volunteers solicited from the membership annually and the selection will be made by the board of directors.

**Section 4. Vacancies.** Any vacancies occurring on the Board of Directors or among the officers during the year shall be filled for the un-expired term of office by a majority vote of all the then active members of the Board at its first meeting following the creation of such vacancy, or at a special Board meeting called for that purpose.

## ARTICLE 4

### THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

**Section 1. The Club Year.** The Club's fiscal year shall begin on the first day of January and end on the 31st day of December. The Club's official year shall begin immediately following the election of officers at the conclusion of the annual meeting and shall continue through the election at the next annual meeting.

**Section 2. Annual Meeting.** The Annual meeting shall be held within 50 miles of the Town of Kittery, Maine, in the month of January at which officers and directors of the ensuing year shall be elected by secret written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon conclusion of the meeting and each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within 30 days after the election.

**Section 3. Elections.** The nominated candidate receiving the greatest number of votes for each position shall be declared elected. The three nominated candidates for the at-large positions on the Board of Directors who receive the greatest number of votes shall be declared elected.

**Section 4. Nominations.** No member may be a candidate in a Club election who has not been nominated and must be an active or life-time active member in good standing for at least one year as of November 1 of the election year. During the month of October a nominating committee consisting of three consenting active or lifetime active members shall be appointed by the Board of Directors. Not more than one member of the nominating committee shall be a member of the existing board.

- a. The Committee shall nominate one candidate for each office, and three candidates for the three at-large positions on the Board. After securing consent of each person so nominated, shall immediately report their nomination in writing to the Recording Secretary and editor of the Telegram, to be printed in the November newsletter.

Additional nominations may be made only at the November meeting. Details of requirements and procedure are described in the Policies and Procedures Manual.

## **COMMITTEES**

**Section 1.** The Board of Directors may each year appoint standing committees to advance the work of the Club in such matters as obedience trials, trophies, annual awards, tracking events, 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 appointed 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 these persons whose services have been terminated.

## **ARTICLE 6**

### **DISCIPLINE**

**Section 1. Charges.** Any active member may bring charges against a member for alleged misconduct prejudicial to the best interests of the Club.

Charges must be specific, presented in writing to the Recording Secretary and President, and accompanied by a non-refundable deposit if the charges are not upheld. To insure due process, should the Board determine that the charges have merit, the accused member will be notified of the charges, the process and his/her rights in this matter as described in the Policies and Procedures Manual, and notice of a hearing before the Board..

**Section 2: BOARD HEARING:** Both parties may present evidence, including witness testimony. 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. After the evidence is presented the Board will retire to consider its decision. If charges are sustained, the Board will, by vote of the majority of the Directors present, set the punishment. Based on the severity, the punishment may range from reprimand to expulsion. Particulars of the process are described in more detail in the Policies and Procedures Manual.

**Section 3. Expulsion.** Expulsion of a member from the Club may be accomplished only at a general meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 2 of this Article. The defendant shall have the privilege of appearing in his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his or her own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board will impose the lesser penalty of a 6 month suspension. Upon being expelled, the former member is denied any and all privileges of the Club and will not be accepted into any activities of the Club, such as attendance at any matches, classes, or similar functions of the Club. The expelled person will be discouraged from making an appearance at the location of Club functions and no dog registered to such person will be permitted to be entered into any Club function.

## **ARTICLE 7**

### **AMENDMENTS**

**Section 1.** Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary and President and signed by 40% of the active 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 or President for a vote within 6 months of the date when the petition was received by the Secretary and President.

**Section 2.** The Constitution and By-Laws may be amended by a 2/3 vote of the active and lifetime active 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 distributed to each member at least 15 days prior to the date of the meeting.

## **ARTICLE 8:**

### **DISSOLUTION**

**Section 1. Dissolution.** The Club may be dissolved at any time by written consent of not less than two-thirds (2/3) of the membership. In the event of the dissolution of the Club, whether voluntary, involuntary or by operation of the 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 at least three charitable organizations for the benefit of dogs. These organizations shall be selected by the Board of Directors.