

*American Eskimo Dog Club of America, Inc. Bylaws 2008*



**PREAMBLE**

We, the Fanciers of the Breed of the American Eskimo Dog, in order to promote the quality breeding, competition, protection, and benefit of purebred American Eskimo dogs; to hold annual conformation shows, to sponsor obedience, agility, rally, herding and other performance events when authorized by AKC; to promote the Standard of the American Eskimo Breed, and for these purposes to establish an efficient and ethical not for profit corporate structure pursuant to applicable provisions of law, sound management and financial practices, and principles of faithful stewardship; do hereby ordain and establish these Bylaws of the American Eskimo Dog Club of America, Inc.

**ARTICLE I. NAME, LOGO, AND CORPORATE SEAL**

The name of this organization shall be the *American Eskimo Dog Club of America* herein referred to as "AEDCA." The AEDCA shall be registered with the Secretary of State for the State of Oklahoma as a domestic not for profit corporation under file #2100441669, and as such shall be governed by applicable provisions of 18 O.S. §§1001 *et seq.*, the *Oklahoma General Corporation Act*, or corresponding provisions of any future law. AEDCA shall be a member club of the *American Kennel Club, Inc.* herein referred to as "AKC."

B. The AEDCA logo and corporate seal shall be used only as determined by the Board. Changes in the design of the logo and corporate seal shall be ratified by a 2/3 majority vote of the membership voting either in person or by mail.

**ARTICLE II. PURPOSES**

A. The purposes of AEDCA shall be:

1. To do all in its power to encourage and promote quality in the breeding, maintenance, exhibition, advancement, study, protection, and benefit of purebred American Eskimo Dogs and to do everything possible to bring their natural qualities to perfection.
2. To set forth and promote the official American Eskimo Dog breed standard herein referred to as "*The Standard of the Breed*," as approved by the AKC, as the standard of excellence by which American Eskimo Dog shall be judged.
3. To encourage sportsmanlike competition under AKC rules in conducting annual conformation shows, and when sponsoring performance events authorized by AKC.
4. To encourage the organization of independent local American Eskimo Dog Specialty Clubs in areas where there are sufficient fanciers of the breed to meet the requirements of the AKC.

B. Pursuant to 26 U.S.C. §501(c)(4) of the *United States Internal Revenue Code*, AEDCA shall be a club organized and operated exclusively for the promotion of social welfare, the net earnings of which shall be devoted exclusively to charitable, educational, or recreational purposes, and substantially all of the activities of which shall be for such purposes. AEDCA shall operate only as a non-stock, not for profit corporation, and shall be organized exclusively for purposes such as should qualify to be recognized by the United States Internal Revenue Service as a tax-exempt organization, pursuant to provisions of 26 U.S.C. §501(c)(4) and §509(a)(1) of the *United States Internal Revenue Code*, 18 O.S. §§1001 *et seq.*, the *Oklahoma General Corporation Act*; 68 O.S. §§101 *et seq.*, the *Oklahoma Tax Code*, or corresponding provisions of any future laws.

C. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or participation in, or intervening in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. AEDCA may further engage in such activities as are necessary and proper or incidental to the above purposes, including incidental seeking of legislation germane to AEDCA programs, provided that notwithstanding any other provision of these Bylaws, AEDCA shall not engage in any activities not permitted for a corporation that shall qualify as tax-exempt pursuant to 26 U.S.C. §501(c)(4) of the *United States Internal Revenue Code*, or corresponding provisions of any future law; or a corporation, contributions to which are deductible pursuant to 26 U.S.C. §170(c)(2) of the *United States Internal Revenue Code*, or corresponding provisions of any future law.

### **ARTICLE III. MEMBERSHIP**

A. Eligibility. AEDCA welcomes applications for membership from any person at least eighteen years of age who subscribes to the purposes of AEDCA; who agrees to abide by the AEDCA *Code of Ethics, Bylaws*, rules, and policies; who is in good standing with the AKC; and who submits dues payments for the current year.

B. Dues. Membership dues shall be set by the Board of Directors in separate policy an amount not to exceed 20% per person over the previous year with no more than 2 increases within a 5 year period to be payable on or before the first day of April each year. No member may vote whose dues are not paid for the current year. During the month of February the Treasurer shall send to each member a statement of his dues for the ensuing year.

C. Application. 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, the club ethics statement listed on the membership application form and the rules of The American Kennel Club. This application shall contain the signatures of two members in good standing who shall not be of the same household or the same immediate family as the applicant or each other and who endorse the individual for membership in the club. Accompanying the application, the prospective member shall submit dues payment for the current year. Those members who are elected after September 1<sup>st</sup> shall be considered paid for the following fiscal year.

The applicant's name and location shall be published in the next issue of the official publication of the club known as the "Review" for comments. If no negative comments are received within (30) thirty days of the publication, the applicant is considered elected to membership and shall be notified by the Corresponding Secretary.

In the event of written negative comment(s) from a member(s) that is signed, mailed and received by the Corresponding Secretary within the (30) thirty day deadline, the application will then be held for action by the Board. The applicant will be notified of the unfavorable comment(s) and will have (30) thirty days to address the comment(s) in a written and signed form mailed to the Corresponding Secretary to be distributed to the Board. The Board shall then vote by secret written ballot on the application. Affirmative votes of 2/3 of the Board present at a meeting or 2/3 of the entire Board voting by mail shall be required to elect an applicant.

An application that has received a negative vote by the Board of Directors may be presented by one of the applicant's endorsers at the next annual meeting of the club. The applicant will also be invited to submit a brief statement either written or in person at that time. The Club may elect the applicant by a favorable vote by secret written ballot of 75% of the members present. Applicants for membership who have been rejected by the Club may not re-apply within six months after rejection.

D. Termination. Memberships may be terminated as follows:

1. Resignation: Any member may resign from the AEDCA upon thirty days written notice to the Corresponding Secretary. All dues paid will be forfeited to the AEDCA.

2. Lapsing: Membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid (30) thirty days after the first day of the fiscal year.

3. Expulsion: A membership may be terminated by expulsion as provided in Article IX (F) of these Bylaws.

E. The Board may set policies for AEDCA recognition of constituent local American Eskimo Dog Clubs.

F. AEDCA shall never discriminate against members, directors, officers, or applicants for any of these positions, on account of race, sex, religion, national or ethnic origin, or special needs. Such non-discriminatory policy shall apply to all of the rights, privileges, and activities of AEDCA, and the administration of its policies and programs. AEDCA reserves the right to enforce reasonable standards of conduct consistent with its ethics and values, as determined by the Board.

#### **ARTICLE IV. MEMBERSHIP MEETINGS**

A. The AEDCA Annual Membership Meeting shall be held in conjunction with the AEDCA National Specialty Show which shall take place each year within the period between March 1<sup>st</sup> and May 31<sup>st</sup> at a date, place, and hour designated by the Board. Written notice of this meeting shall be mailed by the Corresponding Secretary at least thirty days prior to the date of the meeting.

B. Special AEDCA membership meetings may be called by the President or the Board; and shall be called by the Corresponding Secretary upon receipt of a petition signed by ten percent of the AEDCA membership. Written notice stating the place, date, hour, and purpose or purposes for which the meeting is called, shall be mailed by the Corresponding Secretary to all members at least fourteen days prior to the meeting.

C. A quorum for any AEDCA membership meeting shall be ten per cent of the membership or 18 members, whichever is greater.

#### **ARTICLE V. OFFICERS AND DIRECTORS**

A. The AEDCA corporate officers shall consist of a president, a vice-president, a recording secretary, a corresponding secretary, and a treasurer. Officers shall each be elected to serve for a two-year term and until their successors are elected. No one person shall hold more than one office or director position at a time. No one person may serve in the office of President more than three terms without vacating that office for at least one term, provided that, if a vice-president shall succeed to the office of President for more than half a term, his tenure shall be counted as one full term for purposes of this limitation. Each officer shall perform the duties for that office as provided by the manual of parliamentary authority adopted in Article XVII of these Bylaws. In addition, each officer shall perform duties as follows:

1. The President shall preside at all Board and membership meetings, and shall be an ex-officio member of all committees except the Nominating Committee.

2. The Vice-President shall preside in the absence of the President, and shall, upon a vacancy in the office of President, automatically succeed to the office of President.

3. The Recording Secretary shall record minutes of all AEDCA Board and membership meetings, shall keep records of all matters required by law or these Bylaws as ordered by the Board or membership, and shall maintain the roll of names and addresses of all AEDCA members.

4. The Corresponding Secretary shall be responsible for all correspondence, including notices and such other mailing and communications as the membership or the Board shall direct, and shall promptly notify the AKC Executive Secretary of all changes in AEDCA officers as they occur.

5. The Treasurer shall be Chairman of the Finance Committee and shall perform duties as outlined in Articles X of these Bylaws. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

B. A parliamentarian shall be appointed by the Board, and shall advise the President, and upon request any other member, concerning rules and procedures. The Parliamentarian may attend all Board and membership meetings, but shall neither be a corporate officer nor a member of the Board. The Parliamentarian shall at all times act and advise impartially but, if an AEDCA member, may participate and vote in membership meetings as any other member. The advice of the Parliamentarian shall not be binding on the President or any other member.

C. A newsletter editor shall be appointed by, and serve at the pleasure of, the Board, shall be the Editor of the *AEDCA Review* newsletter, and shall be responsible in its timely publication and distribution to the membership as overseen by the Board. Unless otherwise holding a Board position, the Newsletter Editor shall neither be a corporate officer nor be entitled to a position as a member of the Board.

D. Any vacancies occurring among the officer or director positions during the term shall be filled until the next election by a majority vote of all the remaining members of the Board even if not a quorum; 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 VI. BOARD OF DIRECTORS**

A. AEDCA, Inc. shall be governed by a Board of Directors, herein referred to as "the Board," which shall consist of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and four other directors, all of whom shall be members in good standing who are residents of the United States. They shall be elected for two year terms and shall serve until their successors are elected. The Board shall have full authority to regulate, manage, conduct, and supervise the business and affairs of AEDCA.

B. Each officer and director of AEDCA shall serve in a fiduciary relation to the corporation and shall perform his or her duties in good faith, in a manner he reasonably believes to be in the best interests of the corporation; with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances; and in a manner he reasonably believes to be in the best interests of AEDCA. Each officer and director shall fully disclose any potential conflict of interest and thereby allow disinterested Board members to determine if such person shall participate in Board deliberations or votes concerning the matter.

C. The Board shall meet at least one time per year. The Board shall meet at the call of the President or any two Board members with at least fourteen days notice to each Board member. The first meeting of the newly elected Board shall be held within thirty days of their election. 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 Board. Written notice of such other meeting shall be mailed by the Corresponding Secretary to each member of the Board at least fourteen days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board. Proxies shall not be permitted in connection with any votes or actions taken by the Board.

D. Any or all Board or committee members may participate in any Board or committee meeting by conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting.

E. Any action that may be taken at a Board or committee meeting may be taken without a meeting if consent or consents in writing setting forth the action so taken shall be signed by all of such Board or committee members in office, and shall be filed by the Recording Secretary with the Board or committee minutes. Any such bona fide consent may be transmitted electronically.

F. Pursuant to provisions of 18 O.S. §1027(F)(1),(4), of the *Oklahoma General Corporation Act*, Board or committee business may be conducted by means of computer communications, provided that, as with any Board or committee meeting, advance notice of such communication is provided to all persons entitled to participate. Any final vote so taken on any action by means of such electronic communications shall be documented with written consents signed by all Board or committee members then in office and sent to the Recording Secretary, as described in Section E of this Article. Whenever any final vote on any action taken by means of such electronic communications is not so documented as unanimous with such signed consents, such vote shall not be valid unless ratified by means of a meeting conducted in person or by means of telephone conference as described in Section D of this Article, so that any dissenting Board or committee member(s) shall have opportunity to discuss their concerns by speaking directly and audibly with all Board or committee members simultaneously prior to taking such ratification vote. Unless otherwise a requirement, such ratification vote conducted in such manner shall then not need to be unanimous.

G. Except as otherwise provided by law or these Bylaws, any bona fide signature or written document transmitted for any AEDCA purpose by electronic mail, computer, or facsimile shall be deemed as acceptable as an original signature or document.

## **ARTICLE VII. NOMINATIONS AND ELECTIONS**

A. Officers and directors shall be elected in February of each even-numbered year. The election of officers and directors shall be decided by secret written ballot delivered by U.S. Postal Service or express mail. The Board may also, at its discretion, submit to a vote of the membership an amendment to these Bylaws, including the *Standard of the Breed* or *Code of Ethics*, or may submit to the membership a vote on any other specific question by such secret written mail

ballot. For such secret mail balloting, votes may not be cast by fax, electronic mail, or in person. Voting by proxy shall not be permitted in any votes by the membership conducted by mail, nor shall any vote be conducted whereby mail ballots are mixed or counted together with ballots cast by persons present in a meeting.

B. No person shall be eligible to be elected as an officer or director who has not been nominated in accordance with these Bylaws and no person may be a candidate for more than one position. The Nominating Committee shall consist of five members, no more than one of whom may be a member of the current Board, and all of whom shall be elected by the membership at the Annual Membership Meeting. The Nominating Committee shall nominate a candidate for each officer and director position. The Nominating Committee may conduct its business in person, or by conference telephone, mail, or electronic transmission. Vacancies on the Nominating Committee may be filled by the Board, provided that the President shall neither appoint, nor serve on, the Nominating Committee.

C. The Nominating Committee shall nominate from among eligible AEDCA members one candidate for each officer and director position for the elections in the subsequent even-numbered year. The Nominating Committee shall previously obtain the consent of each such nominee, and shall consider the geographical diversity of board candidates insofar as is practicable. The Nominating Committee shall then submit its candidate slate no later than each November 1<sup>st</sup> preceding an election year to the Corresponding Secretary, who shall mail the list, including the name of each candidate, the office being sought, and the state of residency, to each AEDCA member no later than each November 15th preceding an election year.

D. Following the Nominating Committee's report, members may submit additional nominations to the Corresponding Secretary in writing no later than January 1st of each election year. Each nomination shall include a statement verifying the consent of the nominee and signatures of five other members. For each office, if no other valid nomination(s) is received by the Corresponding Secretary on or before January 1st, the Nominating Committee's nominee shall be thereby elected. Each position having more than one nominee shall be submitted for voting by the membership.

E. For those offices with more than one nominee being voted upon by the membership, a ballot for such officer and/or director elections shall be mailed to each member no later than January 15th of each voting year, by a bonded, outside certified professional accounting firm selected in advance by the Board, and must be returned by the voter to such firm no later than February 15th of that year. Such ballot shall list the names and states of residency of all nominees for each position in alphabetical order, together with an inner envelope marked "Election Ballot" on the front and a return outer envelope addressed to the accounting firm marked "AEDCA Ballot" and bearing the name of the member to whom it was sent. Each voter, after marking the ballot, shall seal the ballot in the inner envelope, and then seal the inner envelope inside the outer envelope for mailing to the accounting firm. Ballots shall be counted only if received by the accounting firm no later than February 15th of that year. The accounting firm shall certify the eligibility of all voters prior to opening and removing the ballot envelopes, shall check each sealed outer envelope against the list of eligible voters. The accounting firm shall then open the ballot envelopes, mix and count the ballots, and certify the election results. The accounting firm shall then send such certified results and to the AEDCA President and Corresponding Secretary no later than February 20th of that year.

F. Nominees receiving the greatest numbers of votes for each officer and director position shall be thereby elected, following which the remaining nominees for director positions who receive the greatest numbers of votes for such positions shall be thereby elected. The Corresponding Secretary shall notify all nominees and retiring officer holders of the election results before March 1st of that year. The membership shall be notified of the election results in the *AEDCA Review* newsletter, and newly elected officers and directors shall begin their new terms of office on March 1st of that year. Each retiring officer shall turn over to his successor all properties and records relating to that office within ten days after the election.

## **ARTICLE VIII. COMMITTEES**

A. The AEDCA Standing Committees shall consist of one or more members and shall be hereby established as follows:

1. AdHoc PRA Committee
2. AKC Publishing Committee
3. Breeder Referral Committee

4. Canine Health Foundation Committee
5. Junior Handling Mentoring Committee
6. Futurity/Historian/Awards Committee
7. Herding Committee
8. Judges Education Committee
9. Legislative Liaison
10. Membership Committee
11. Public Education Committee
12. Rescue Committee
13. Statistician Conformation Committee
14. Statistician Obedience/Agility/Herding Committee

15. A Finance Committee shall recommend to the Board an annual budget in accordance with Article X of these Bylaws. The Treasurer shall be Chairman of the Finance Committee.

16. An audit committee shall be a special committee appointed annually by the Board no later than September of each year, and shall conduct an annual audit in accordance with Article XI of these Bylaws.

17. A nominating committee shall be a special committee consisting of five members to be elected by the Board, and shall act as authorized in Article XIII of these Bylaws. The President shall neither appoint, nor serve on, the Nominating Committee.

B. The Board may also authorize such special committees as may be necessary for particular matters or projects. All special committees shall be appointed by the Board. The President shall be an ex-officio member of all standing and special committees except the Nominating Committee.

C. All Committees except the Finance Committee, Audit Committee shall have policies established to govern the committee's responsibilities and may be added to or deleted from as circumstances require by the board. A majority vote of the board will be required to pass changes made to these policies. Policy changes shall be posted in Review following the date that changes were made.

D. These Committees shall be listed on the official AEDCA website and posted in each publication of The Review, AEDCA's official newsletter.

E. 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 IX. DISCIPLINE**

A. AKC Suspension: Any member who is suspended from any privileges of The American Kennel Club automatically shall be suspended from the privileges of this club for a like period.

B. Preferring Charges: Any member may prefer charges against another member to allege misconduct prejudicial to the best interests of the AEDCA and/or the breed. Specific written charges shall be filed in duplicate with the Recording Secretary together with a deposit of \$100 which shall be forfeited if the charges are not sustained by the Board following a hearing. The Corresponding Secretary shall promptly send a copy of the charges to each Board member or present them at a Board meeting.

C. Examining Charges: Prior to allowing a member to be charged, the Board shall initially review the charge itself, and shall at its own discretion determine whether to dismiss the charges on the grounds that such charges are on their face frivolous, not specific, or, if proven, would nevertheless not constitute conduct which is in the judgment of the Board prejudicial to the best interests of the AEDCA and/or the breed; or the Board may determine to hear the charges and the defendant's response.

D. Hearing: If the Board determines to hear and consider the charges and the defendant's response, it shall fix a date of a hearing by the Board or a Board committee comprised of a minimum of three (3) Board members, not less than twenty days or more than forty days thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and assurance that the defendant may appear and be heard in his own defense and may summon witnesses to appear if he wishes. At the defendant's discretion, counsel representing the defendant may be an attorney or another AEDCA member to advise them, but counsel may not testify on their behalf. Any such hearing shall in its entirety only be conducted with all persons participating present in person or by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

E. Reprimand/Suspension: Should any charge be sustained after hearing all of evidence and testimony presented by complainants and defendant, the Board or Board committee may by a majority vote of those present reprimand or suspend the individual from AEDCA membership until the next annual membership meeting. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Such suspension shall not restrict the defendant's right to appear with counsel before the membership at the ensuing AEDCA membership meeting which shall consider the recommendation of the Board or committee. The Board or Board committee shall immediately report its findings and decision, which shall be in writing and filed with the Recording Secretary. The Corresponding Secretary shall, in turn, notify each of the parties of the decision and any disciplinary action imposed by the Board.

F. Expulsion: Expulsion of a member from AEDCA may only be ordered by a two-thirds vote at the AEDCA Annual Membership Meeting and only following recommendation of such by the Board or Board committee having heard the charges as provided in Section D of this Article. Such consideration by the membership shall not constitute a new hearing, and no new evidence or testimony of witnesses shall be heard at the membership meeting. In making its determination on expulsion, the membership meeting shall consider only the record of the charges, testimony, and evidence having already been heard by the Board or Board committee. Prior to the membership vote on expulsion, the President shall first read the charges and the Board findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The membership shall then vote by secret ballot on the proposed expulsion. If expulsion is not so voted, the member shall immediately have all membership privileges reinstated.

## **ARTICLE X. FINANCES**

A. AEDCA shall conduct all of its business and activities in a manner consistent with its commitment to the ethics and values of the AEDCA and AKC. Accordingly, AEDCA shall aspire to the highest principles of financial accountability in accordance with "*Generally Accepted Accounting Principles*."

B. Pursuant to 26 U.S.C. §501(c)(4) of the *United States Internal Revenue Code*, no part of the financial receipts, treasury, property, or other assets of AEDCA shall inure directly or indirectly to the benefit of, or be distributable to, any of its officers, directors, or any other private individual or entity except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered; or reimbursement for bona fide and properly documented expenses as allowed by law and duly authorized in consequence of actions of the Board; and only to make payments and distributions in furtherance of any lawful act for which not for profit corporations may be organized pursuant to 18 O.S. §§1001 *et seq.*, the *Oklahoma General Corporation Act*; and 26 U.S.C. §501(c)(4) of the *United States Internal Revenue Code*; or corresponding provisions of any future laws; and in such manner as shall qualify AEDCA to be recognized by the United States Internal Revenue Service as a tax-exempt organization.

C. No disbursement in excess of \$1500.00 shall be made except as any two or more corporate officers have signed the check or other duly documented instrument, or have sent individual and specific signed authorization(s) to the Treasurer for filing with other AEDCA financial records; nor shall multiple checks or disbursements be used to evade or circumvent the intent of this provision. In no case shall any disbursement of any funds from the AEDCA treasury, or any change in the disposition of any other AEDCA property or assets, be authorized except by check or other duly documented instrument and in consequence of an action of the Board and as duly recorded in Board minutes. The Board

shall require competitive bids or comparable valuation for any and all purchases or other transactions over \$500, and multiple transactions or lease-purchase arrangements shall not be used to evade or circumvent the intent of this provision.

D. The Treasurer shall cause all contributions, monetary receipts, and any and all other AEDCA treasury funds to be deposited in the name and to the credit of AEDCA, Inc., only in federally insured banks or depositories, designated by the Board, and shall cause annual receipts to be furnished to all contributors.

E. AEDCA officers, directors, and/or personnel may be reasonably compensated for services rendered to AEDCA, and/or reimbursed for direct properly documented expenses as incurred, as allowed by law and duly authorized in consequence of actions of the Board. The fidelity of the Treasurer or any of the other officers may be secured by bond or otherwise, as ordered by the Board.

F. The Board shall adopt an annual budget. At each Board meeting the Treasurer shall report a treasury statement of the financial condition of AEDCA, Inc., which shall at a minimum include the beginning balance, receipts, disbursements, ending balance, and any change in the disposition of any other assets or property. The Treasurer shall, within thirty days following the end of each fiscal year, furnish to the Board for its approval and filing with any appropriate governmental entities, a complete financial report. Such report shall be filed with the minutes of the corporation, and shall at a minimum show in appropriate detail the following:

1. The assets and liabilities, and principal changes therein, including any trust funds, of AEDCA, Inc., as of the end of the fiscal year immediately preceding the date of the report.
2. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes; and the expenses or disbursements of the corporation, for both general and restricted purposes; by accounts and classifications for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the AEDCA, Inc.

#### **ARTICLE XI. AUDITS**

A. The Audit Committee shall cause all records of finances and AEDCA assets to be audited yearly. Such annual audit shall be for each fiscal year, which shall run from April 1 through March 31 of each year. The Audit Committee shall provide its audit of the annual financial report required by Article X (F) of these Bylaws to the Board for its approval, and shall also provide copies to the membership at their Annual Meeting. Within sixty days following the end of the fiscal year, and following the Board's approval of the auditor's report, the Board shall make available to any appropriate governmental entities the Treasurer's annual financial report with the auditors' report.

#### **ARTICLE XII. CORPORATE RECORDS**

Except for financial records, which shall be kept by the Treasurer, the Recording Secretary shall be the custodian of all AEDCA corporate records. All minutes, and all other records of actions taken by the membership, Board and all committees, shall be kept permanently. Any member, officer, or director, of AEDCA, upon written demand under oath stating the purpose thereof and the specific items required, may obtain copies at his or her or her own expense for the reasonable direct cost of copying, of any of the following corporate records: current copies of the *AEDCA Articles of Incorporation and Bylaws*, including all amendments thereto to date; minutes of all meetings; records of all actions taken by the Board without meetings; membership mailing lists for use only in communicating information concerning AEDCA elections or the conduct of other AEDCA official business; and all written communications, including financial statements required to be furnished pursuant to Article X (F) of these Bylaws. Such inspection and/or copying shall be made in good faith and only for a purpose reasonably and directly related to such person's interest in relation to AEDCA, Inc.

#### **ARTICLE XIII. NOTICES AND WAIVERS**

A. Whenever any notice is required to be given to any person in connection with any AEDCA business, it shall be in writing, and may be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by facsimile transmission, to his or her address or facsimile number appearing on the records of the corporation. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited postpaid in the United States mail. Notice of a meeting shall specify the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.



B. Notices may not be given by electronic mail or facsimile transmission unless the person to whom the notice is addressed has previously provided written authorization for such communication, accompanied by a valid e-mail address or fax number.

C. Whenever any written notice is required to be given to any person in connection with any AEDCA business, a written waiver thereof, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

#### **ARTICLE XIV. INDEMNIFICATION**

Any current or former AEDCA officer, director, employee, agent, or other representative, including a volunteer, who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative, may be indemnified by AEDCA, in accordance with, and to the fullest extent permitted under, applicable provisions of law, including but not limited to 18 O.S. §1031 of the *Oklahoma General Corporation Act*, and only to the extent authorized by the Board in each specific case.

#### **ARTICLE XV. DISSOLUTION**

Dissolution of AEDCA may be ordered by the same process as an amendment to the AEDCA Bylaws as set forth in Article XVIII of these Bylaws. No dissolution nor final distribution of AEDCA assets shall be undertaken except in accordance with applicable law, including but not limited to 18 O.S. §1097 (OSCN 2002), *Oklahoma General Corporation Act* and 26 U.S.C. §501(c) (4) of the *United States Internal Revenue Code*, or corresponding provisions of any future laws; any applicable orders of courts of competent jurisdiction; the *AEDCA Articles of Incorporation*; and these Bylaws, respectively. Pursuant to 18 O.S. §§1096, 1097, upon dissolution of this corporation, the Board, after paying or making provision for the payment of all liabilities of the corporation, shall dispose of all of the assets of the corporation exclusively for the purposes of the corporation, or to such organization(s) organized and operated exclusively for purposes as shall at that time qualify as tax-exempt pursuant to 26 U.S.C. §501(c)(3) or (4) of the *United States Internal Revenue Code*, or corresponding provisions of any future law, in such manner as shall be determined by the Board. Any of such assets not so disposed of shall be disposed of by the Court of competent jurisdiction for the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization(s), as said Court shall determine which are organized and operated for such purposes.

#### **ARTICLE XVI. EMERGENCY POWERS**

Pursuant to 18 O.S. §1014, during any emergency resulting from an attack on the United States or on a locality in which AEDCA conducts its programs or customarily holds Board meetings, or during any nuclear or atomic disaster, or during the existence of any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board cannot readily be convened, the Board may make any provision that may be practical and necessary for the circumstances of the emergency. During such emergency, one or more of all of the available directors and/or officers of AEDCA may reasonably exercise any and all authority that may in their judgment be practical and necessary for the circumstances during such state of emergency, provided that such power is exercised only in good faith and in what is, given the exigencies of such emergency, reasonably believed by such directors to be in the best interests of AEDCA. Such emergency authority shall include the designation of temporary additional or substitute directors for the duration of the emergency. During such emergency, a meeting of the Board may be called by an officer or director in any reasonable manner given the exigencies of the emergency, and the director or directors in attendance at the meeting shall constitute a quorum. The Board, either before or during any such emergency, may provide lines of succession of corporate authority, if during such an emergency any or all officers or agents of AEDCA should be for any reason rendered incapable of discharging their duties. Except for willful misconduct, actions taken in accordance with this bylaw article shall bind the corporation, but, pursuant to 18 O.S. §1014, may not be used to impose liability on a corporate director, officer, employee, or agent.

#### **ARTICLE XVII. JURISDICTION AND PARLIAMENTARY AUTHORITY**

AEDCA shall be governed by the following: applicable law; applicable orders of courts of competent jurisdiction; the *AEDCA Articles of Incorporation*; these *AEDCA Bylaws*, including the *Standard of the Breed* and the *Code of Ethics*; other rules and policies adopted by the Board or membership; and *Robert's Rules of Order Newly Revised Tenth Edition* or current succeeding authorized edition; respectively.

## **ARTICLE XVIII. BYLAW AMENDMENTS**

A. These Bylaws, including the *Standard of the Breed* and/or the *Code of Ethics*, may be amended by a two-thirds vote of the membership as follows:

1. Vote by mail: Amendments to these Bylaws, including the *Standard of the Breed* and *Code of Ethics* may be proposed by the Board or by written petition from twenty percent of the members addressed to the Corresponding Secretary. The Board shall promptly consider any such petition only for the purpose of making recommendations to the membership. The Corresponding Secretary shall mail notice of the specific language of the proposed amendment(s) to the members, along with the Board's recommendations, for a membership vote within ninety days of the date the petition was received by the Corresponding Secretary. Such amendment(s) shall require a two-thirds vote of those voting for its adoption. Ballots shall not be counted unless postmarked within fifteen days of the postmark date of mailing by the Corresponding Secretary. To assure the integrity and secrecy of the vote, dual envelope balloting procedures as described in Article VII (E) of these Bylaws shall be followed. The Board may also, at its discretion employ an outside accounting firm to count ballots as described in Article VII(E) of these Bylaws; or

2. Vote at Membership Meeting: These Bylaws, including the *Standard of the Breed* and *Code of Ethics*, may also be amended by a two-thirds vote at any membership meeting, provided that notice of the specific language of the proposed amendment(s) along with the recommendations of the Board have been mailed to all members, postmarked not less than thirty days before the meeting.

B. The Corresponding Secretary shall promptly notify the Executive Secretary of the AKC of all amendments to the Bylaws, including the *Standard of the Breed* and *Code of Ethics*, and no such bylaw amendment shall go into effect until it shall be duly approved by the AKC Board of Directors.

BYLAWS APPENDIX A - *STANDARD OF THE BREED*

BYLAWS APPENDIX B - *CODE OF ETHICS*

THESE CONSTITUTION/BY-LAWS WERE DULY AMENDED AND RATIFIED BY THE AEDCA MEMBERSHIP ON JULY 15, 2008  
ADDITIONAL AKC MANDATED MODIFICATIONS WERE MADE ON MARCH 16, 2009  
THIS EDITION SUPERSEDES ALL OTHER VERSIONS OF THESE DOCUMENTS AND IS IN FORCE UNTIL FUTURE  
AMENDMENTS OR DISSOLUTION OF THE CLUB.