

THE WASHINGTON STATE OBEDIENCE TRAINING CLUB, INC.
AMENDED ARTICLES OF INCORPORATION, October 2022

We, as members of the Washington State Obedience Training Club, Inc., believe that the Corporation is not for profit or personal gain and do join together for the purpose of promoting the advancement of dog obedience training and the proper conduct of dog obedience trials.

ARTICLE I

The name of this Corporation shall be the Washington State Obedience Training Club, Incorporated. Its principal place of business shall be Seattle, King County, Washington at the address of the Corporation's Secretary.

ARTICLE II

The number of members shall be unlimited. Membership shall be open to any person 8 years of age or older who is interested in the promotion of obedience training, is in good standing with the American Kennel Club, and shall make application for and receive approval of the membership in this Corporation, as specified in the By-Laws of this Corporation.

ARTICLE III

The purpose of this Corporation shall be to to promote the training of dogs; to disseminate knowledge regarding obedience, tracking, agility training and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club. Further to support the training of judges, to hold obedience/rally matches and trials, tracking matches and tests, agility matches and trials and to conduct seminars for the training of dogs and their handlers as well as promote cooperation and good sportsmanship among its members in the training and exhibition of dogs.

ARTICLE IV

SECTION 1. The business of this Corporation shall be administered by a Board of Directors consisting of six members including four officers, elected by the general membership at their annual meeting or such special meetings as prescribed in the By-Laws of this Corporation. Directors and officers of this Corporation shall serve for one year or until their successors are elected. Vacancies, resignations, and expulsions shall be provided for as specified in the By-Laws of this Corporation.

SECTION 2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws.

SECTION 3. The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

THE WASHINGTON STATE OBEDIENCE TRAINING CLUB, INCORPORATED
AMENDED BY-LAWS October 2022

ARTICLE 1. MEMBERSHIP

SECTION 1. ELIGIBILITY. Membership shall be open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of the Club. While membership is unrestricted as to residence, the Club's primary purpose is to represent the obedience trainers and exhibitors in its immediate area.

SECTION 2. TYPES OF MEMBERSHIP. The following types of membership will be offered:

a. FULL MEMBERSHIP is for all individuals eighteen (18) years of age or older wishing to participate in an active role in the Club. A full member has voting privileges, and may hold elective office. Applicants for Full Membership must attend at least one regular meeting of the Corporation prior to election.

b. ASSOCIATE MEMBERSHIP is for individuals eighteen (18) years of age or older who wish to maintain affiliation with the Club, but are not currently participating in Club activities. An Associate Member cannot vote or hold elective office. Applicants for Associate Membership must attend at least one regular meeting of the Corporation prior to election.

c. JUNIOR MEMBERSHIP is for individuals 8 years of age through 17 years of age who wish to be an active member and participate in Club events through the AKC Junior Companion and Performance Events program. Junior members cannot vote or hold elective office.

SECTION 3. DUES/RENEWAL Membership dues shall be no more than \$40.00 per year for Full Membership or for Associate Membership, payable on or before the first day of January each year. No member may vote whose dues are not paid for the current year. During the month of November the Treasurer shall send to each member a statement of his dues for the ensuing year. The exact dues amount shall be specified in the Standing Rules and shall be the same for Full and Associate members. Members who have not attended at least three (3) general meetings during the calendar year and who have not provided at least one service to the Club must renew as Associate members. Written requests for exemption from the attendance requirements will be considered and may, with good cause, or to address a critical need of the Club, be waived by the Board of Directors.

SECTION 4. ELECTION TO MEMBERSHIP. No applicant may be considered for Associate or Full membership unless they have attended at least one regular meeting of the Corporation prior to their election.

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 and the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant and shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

Members joining the Club within three (3) months prior to the end of the calendar year shall be assumed to have their dues paid for the following year.

All applications are to be filed with the Membership Committee chairperson and each application is to be read at the first meeting of the Club following its receipt. At the next Club meeting the application will be discussed and voted upon unless postponed to the next meeting by a vote of the membership prior to voting on the application. Only one postponement shall be permitted. Voting shall be by secret ballot, either in person or online as designated by the Club.

Affirmative votes of 2/3 of the Full 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 months after such rejection.

SECTION 5. CHANGE OF MEMBERSHIP TYPE. A member must select the type of membership for the coming year at the time of paying dues. During the membership year, a Full Member may change status to Associate Member or an Associate Member may change to Full member by notifying the Treasurer in writing. Members should take care to select their membership type in accordance with their ability to attend membership meetings so as not to negatively affect the ability to get a quorum. No member may change membership type more than once in a calendar year.

SECTION 6. TERMINATION OF MEMBERSHIP. Membership may be terminated by:

- a. **RESIGNATION.** Any member in good standing may resign from the Club upon written notice to the Secretary.
- b. **BY LAPSING.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after the first day of the calendar year; however, the Board may grant an additional ninety (90) days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid at the date of that meeting.
- c. **BY EXPULSION.** A membership may be terminated by expulsion as provided in Article VI of these By-laws.

ARTICLE II. MEETINGS AND VOTING

SECTION 1. CLUB MEETINGS. Meetings of the Club shall be held in the greater Seattle area on such date, hour and place as may be designated by the Board of Directors. Electronic Meetings via teleconferencing and videoconferencing such as ZOOM are allowed for WSOTC meetings for the purposes of conducting Club business, presenting and voting on motions, nominating and electing officers and any other form of business typically conducted at face to face meetings. At least 6 meetings a year should be held. Written notice of each such meeting shall be mailed by US Mail or may be sent by electronic mail in accordance with Article II Section 6, at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be twenty (20) percent of the Full Members in good standing.

SECTION 2. SPECIAL CLUB MEETINGS. Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, and shall be called by the Secretary upon receipt of a petition signed by five Full Members of the Club who are in good standing.

Such special meetings shall be held in the greater Seattle area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of each such meeting shall be mailed by US Mail or may be sent by electronic mail in accordance with Article II Section 6, at least five (5) and not more than fifteen (15) days prior to the date of the meeting and no other business may be conducted thereat. The quorum for such a meeting shall be twenty (20) percent of the Full Members in good standing.

SECTION 3. BOARD MEETINGS. Meetings of the Board of Directors shall be held in the Greater Seattle Area, at such date, hour and place as may be designated by the Board. At least 8 meeting a year should be held. In accordance with AKC policy, phone conference or online virtual meetings may be held as needed. Written notice of each such meeting shall be mailed by US Mail or may be sent by electronic mail in accordance with Article II Section 6, at least five (5) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION 4. SPECIAL BOARD MEETINGS. Special meetings of the Board may be called by the President, and shall be called by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be held in the Greater Seattle Area at such a place, date, and hour, and in accordance with AKC policy, including phone conference meetings or online virtual meetings, as may be designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be mailed by US Mail or may be sent by electronic mail in accordance with Article II, Section 6 at least five (5) days and not more than ten (10) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting, and no other business shall be transacted thereat. A quorum of such a meeting shall be the majority of the Board.

SECTION 5. VOTING. Each Full Member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which they are present. Proxy voting will not be permitted at any Club meeting or election.

SECTION 6 ELECTRONIC MAIL NOTIFICATION FOR MEETINGS: The Secretary may send Club members notification of Board Meetings and Club Meetings via electronic mail provided that the Club member has signed a Club provided authorization agreeing to this method of communication, which is revocable, and will also release the Club from any liability should the notification be late or not received by the member due to circumstances beyond the Club's control.

ARTICLE III. DIRECTORS AND OFFICERS

SECTION 1, BOARD OF DIRECTORS. The Board shall be comprised of six (6) members including the President, Vice President, Secretary, Treasurer, and two other persons all of whom shall be Full Members in good standing, all of whom shall be elected for one-year (1) terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors. An AKC delegate shall also be elected to serve a one year term to represent the Club. The delegate does not need to be a Club member and is not a member of the Board of Directors.

Specific duties and prerogatives:

- a. To minimize the amount of Club time required during regular meetings, any member or officer having advance knowledge of an item of business or membership application requiring action, shall notify the Secretary at least ten (10) days prior to the regular membership meeting.

The Board shall consider the business and either act or recommend the action required to the general membership.

- b. The Board may approve the disbursement of funds, for expenses not part of a budget previously approved by the Board, to an amount not to exceed five hundred dollars (\$500.00).

- c. The Board may recommend to the general membership a disbursement exceeding five hundred dollars (\$500.00), and not part of budget previously approved by the Board, but such amounts may not be disbursed without prior and specific general membership approval.

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

- a. The President shall preside at all meetings of the Club and the Board, and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these by-laws.

- b. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity. The Vice President shall coordinate Club correspondence with the Club's delegate to the AKC.

- c. The 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. The Secretary shall have charge of the correspondence, notify members of meetings, notify officers and directors of their election to office, and carry out such other duties as are prescribed in these by-laws. The Secretary shall also keep a running file of standing rules and publish any changes and additions annually.

- d. The Treasurer shall collect and receive all monies due or belonging to the Club. The Treasurer shall deposit the same in a bank designated by the Board, in the name of the Club. The Treasurer may distribute funds when part of a budget previously approved by the Board. At every Board meeting the Treasurer shall report all expenditures. The books shall at all times be open to inspection of the condition of the Club's finances and every item of receipt or payment not before reported. At the annual meeting they shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. The Treasurer shall keep a roll of the paid up members of the Club with their addresses.

- e. The AKC delegate, while not a member of the Board shall be elected to a one year term with unlimited terms permitted. The delegate duties shall include reporting to the Club all actions and matters discussed at AKC Quarterly Delegate Meetings.

SECTION 3. VACANCIES. Any vacancies occurring on the Board or among the officers during the year shall be filled for the unexpired term of office by a majority vote of the Corporation members at its first regular meeting following the creation of such vacancy, except that a vacancy in the office of President shall be filled automatically by the Vice President

ARTICLE IV. THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

SECTION 1. CLUB YEAR. The Club's fiscal and official year shall begin on the first day of July and end on the 30th day of June.

SECTION 2. ANNUAL MEETING The annual meeting shall be held in the month of June at which officers, Delegate to the American Kennel Club, and directors for the ensuing year shall be elected by secret written ballot from among those nominated either in person or online as designated by the Club in accordance with Section 4 of this article. They shall take office on the first day of July and each retiring officer shall turn over to his successor all properties and records relating to that office within thirty (30) days after the election.

SECTION 3. ELECTIONS. A Full Member must be in good standing to hold any office including the Board.

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

SECTION 4. NOMINATIONS. No person may be a candidate in the Club election who has not been nominated. During the month of February the Board shall appoint a Nominating Committee consisting of three (3) members and two (2) alternates, not more than one of whom shall be a member of the Board.

The Secretary shall immediately notify and secure the assent of the committee members and alternates. The Board shall name a chairman for the Committee and it shall be their duty to call a committee meeting which shall be held on or before April 1.

- a. The Committee shall nominate one candidate for each office from among the Full Members and one for Delegate who may, but need not be, an officer or director or member of the Club, and two other positions on the Board. After securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- b. Upon receipt of the Nominating Committee's report, the Secretary shall, before April 15th, notify each Full Member in writing of the candidates so nominated.
- c. Additional nominations may be made at the May meeting by any Full Member in attendance provided that the person so nominated does not decline when his name is proposed, and provided further that, if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate, except for the position of AKC Delegate. No person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from among those Full Members who have not accepted a nomination of the Nominating Committee.

d. Nominations cannot be made at the annual meeting or in any manner other than provided in this Section.

ARTICLE V. COMMITTEES

SECTION 1. The Board may each year appoint standing committee chairs to advance the work of the Club in such matters as obedience trial, 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 general membership. Special committees may also be appointed by the Board or by the President to aid particular projects.

The Board shall obtain the consent of the member prior to appointment.

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 a successor to those persons whose services have been terminated.

SECTION 3. Each committee shall consist of three (3) members unless otherwise designated.

ARTICLE VI. DISCIPLINE

SECTION 1. AMERICAN KENNEL CLUB SUSPENSION. Any member who is suspended from any of 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 Secretary together with a \$10.00 deposit which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction of the charges. 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 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 their own defense and bring witnesses if they wish.

SECTION 3. BOARD HEARING. The Board shall have complete authority to decide whether counsel may attend the hearing, but both the complainant and the defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six(6) months from the date of the hearing. If it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings 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. 7

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 this 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 recommendation of expulsion. The defendant shall have the privilege of appearing in their 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 their own behalf if they wish. The meeting will then vote by secret written ballot on the proposed expulsion. A two thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII. ASSETS

SECTION 1. INCOME AND EXPENDITURES. All income derived from dues, classes, events, or fund raising projects shall be placed in an approved financial institution. Two signatures of the Corporation's officers shall be required for withdrawal of funds for amounts exceeding \$200, unless part of a budget previously approved by the Board, and such funds shall be disbursed only upon approval of the Board of Directors to an amount not to exceed \$500.00. Any expenditure in excess of \$500.00, when not part of an approved budget, shall require certification from the Treasurer that funds are available, and the approval of the general membership at one of its regular meetings. The Treasurer will submit a semi-annual financial report as of December 31st and an annual report as of June 30th each year.

Officers of this Corporation receive reimbursement for travel expenses incurred in the official conduct of business, provided, however, that the approval thereof must be obtained from the general membership at one of its regular meetings prior to the incurrence of such expenditures, unless ratified at a subsequent meeting where an emergency precludes said officer from first obtaining such authorization.

SECTION 2. RESERVE FUND. The membership shall create a reserve fund in an amount to be determined by the Board of Directors annually.

SECTION 3. FINANCIAL REPORTS. Prior to the August or September meeting of this Corporation, the financial status of the Corporation shall be examined by the Budget Committee, which shall prepare a budget for the coming year, to be presented at the regular membership meeting in August or September for approval. In the event the Committee finds that there is a surplus of funds from the prior year not needed for the operation of the Corporation and the fulfillment of the objectives thereof, the surplus shall be distributed to such charities, educational or public institutions as the general membership shall approve. In addition, a professional accountant shall be engaged by the Corporation to prepare the annual income tax return each year.

In July of each year the Board shall appoint an Audit/Budget committee which shall audit the Club books at the end of the fiscal year. The committee shall also review the financial status of the Corporation and shall prepare the following year's budget.

SECTION 4. SERVICES AND SUPPLIES. In the event services are rendered by any member over and above those services performed by the general membership, no remuneration therefore will be paid unless approved by a vote of the members at a regular meeting held prior to the rendition of such services. Any member furnishing supplies to the Corporation shall first secure the approval of the general membership for the procurement of such supplies, provided, however, that this provision shall not apply to the procurement of supplies from ordinary commercial channels. In no event shall more than a reasonable charge be paid for services or supplies furnished by a member of this Corporation.

ARTICLE VIII. 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 Secretary signed by twenty (20) percent of the Full Membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

SECTION 2. The Constitution and By-laws may be amended by a two thirds (2/3) vote, by secret written ballot, of the Full 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 weeks prior to the date of the meeting.

SECTION 3. No amendment to the Constitution and By-laws that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

ARTICLE IX. DISSOLUTION

SECTION 1. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the Full Members in good standing at the time of dissolution. In the event of the dissolution of the Club other than for the 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 general membership at the time of dissolution.

ARTICLE X. ORDER OF BUSINESS

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

Roll Call

Minutes of the last meeting

Report of the Board

Report of the President

Report of the Secretary

Report of the Treasurer

Reports of Committees

Election of officers and Board (at the annual meeting) Election of new members

Unfinished business

New business

Adjournment

SECTION 2. At meetings of the Board, the order of business, so far as the character of the meeting may admit, shall be as follows:

Roll call

Minutes of the last meeting Report of the President Report of the Secretary Report of the Treasurer Reports of Committees Unfinished business

New business Adjournment

ARTICLE XI PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Club may adopt