

AMENDED AND RESTATED BYLAWS
OF
THE OBEDIENCE TRAINING CLUB OF GREATER LANSING
(OTCGL)

Adopted by Membership Vote as of November 7, 2023

The following Amended and Restated Bylaws amend and restate in their entirety the Constitution of OTCGL dated as of May 2, 1989.

ARTICLE I - ORGANIZATION

Section 1: Name. The name of the Club shall be The Obedience Training Club of Greater Lansing, herein after called the Club.

Section 2: Objectives. The objectives of the Club shall be:

- To disseminate knowledge regarding obedience, tracking, and any other events for which the Club is eligible under the Rules and Regulations of the American Kennel Club
- to conduct classes for the training of dogs and their handlers
- to encourage the training of judges
- to encourage and promote participation in canine sports
- to educate the public on dog training and canine sports
- to conduct classes and seminars that educate handlers on training methods and competition rules and regulations
- to conduct trials and tests including, but not limited to, obedience, tracking, and rally and any other events for which the Club is eligible under the Rules and Regulations of the American Kennel Club
- to conduct practice matches including, but not limited to, obedience and rally
- to promote cooperation and good sportsmanship in the training and exhibition of dogs

Section 3: Bylaws. The Club shall adopt and may revise these bylaws to carry out the objectives of the Club as provided above.

Section 4: Operation. The Club is a membership organization with an elected Board of Directors. The Club is incorporated as a 501 (c) (4) nonprofit organization as set forth in the Internal Revenue Code of 1986, as amended. The Club shall not be conducted or operated for profit. No profits or dues or donations to the Club shall inure to benefit any member or individual.

Section 5: Events. Events sponsored by the Club shall be held in accordance with rules, regulations, and policies of the American Kennel Club.

ARTICLE II – MEMBERSHIP

Section 1. Members. While membership is not restricted to a particular geographic area, the Club's primary purpose is to represent persons in the Club's immediate area. The Club shall not discriminate on the basis of race, gender, sexual orientation, creed, religion, or national origin.

Section 2: Classifications. There shall be 3 types of membership:

- Regular membership is open to persons at least 18 years old who are in good standing with the American Kennel Club and who subscribe to the objectives of the Club. A regular member will enjoy all Club privileges including the right to vote and hold office.
- Junior membership is open to persons under 18 years of age with the consent of the parent(s) or legal guardian(s). Junior members may not vote nor hold elected office.
- Lifetime membership is conferred by the Board.

The Board may develop other types of membership as provided by an amendment to these Bylaws.

Section 3: Dues. Dues shall be determined by the Board annually. The Board may establish policies and procedures regarding dues. No member may vote whose dues are not paid for the current year. The amount of and date for payment of member dues shall be established by the Board. Notification to the members of such amount and date due shall be made by notices sent electronically (or by U.S. Mail if specifically requested) to all members no later than thirty (30) days prior to the due date established by the Board. Nonpayment of dues by the date established shall result in loss of membership, unless the circumstances preventing such payment are provided to, and approved by, the Board.

Section 4: Election to Membership. A person wishing to become a member shall complete an application for membership and submit it to the Vice President of the Club. The applicant must be endorsed by two (2) members in good standing. Following submission of the application, the applicant will be introduced and read in at a Membership meeting at which the applicant is present. The applicant shall be voted on by secret vote of the members present at the next Membership meeting. Yea votes by 3/4ths of the members present at that meeting shall constitute election of the applicant to membership. An applicant who is not voted in may reapply for membership after six (6) months.

Section 5: Termination. A member may resign from the Club upon written notice to the Secretary. A member shall lose his or her membership by nonpayment of dues, or by expulsion as provided in Article VIII of these Bylaws.

Section 6: Good Standing. A member whose dues are paid shall be considered to be in good standing, unless currently under suspension by the American Kennel Club. Members in good standing have the privilege of the floor, may vote, and may serve on committees and the Board.

ARTICLE III – MEMBERSHIP MEETINGS AND VOTING

Section 1: Regular Membership Meetings. Regular Membership meetings shall be held at a time and place (within the greater Lansing, Michigan area) designated by the Board. Written

notice shall be sent electronically to the Membership at least 10 days prior to the meeting. Notice shall also be published on the Club's website.

Section 2: Special Membership Meetings. Special Membership meetings shall be held at a time and place designated by the Board within the greater Lansing, Michigan area. Written notice shall be sent to the membership at least 5 days prior to the meeting and shall state the purpose of the meeting. No other business may be transacted at the meeting. Special meetings may be called:

- by majority vote of the Directors present and voting at any regular or special meeting of the Board.
- by petition of 5 or more members in good standing submitted in writing to the Secretary. The petition must state the purpose of the meeting.

Section 3: Quorum. The quorum of Regular Membership and Special Membership meetings shall be ten (10%) percent of the members in good standing according to the Membership Committee records.

Section 4: Voting. Each member in good standing shall be entitled to one vote at any Membership meeting.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Composition. The Board shall be comprised of the Officers as set forth below in Section 4, and at least three (3) members (collectively referred to herein as Directors), all of whom shall be members in good standing.

Section 2: Responsibility. The Club shall be governed by the Board. The property, activities, and affairs of the Club shall be managed by the Board. The Board shall follow these Bylaws. Actions of the Board shall be determined in accordance with these Bylaws. The Board may conduct business outside normal regular meetings when such matters are deemed appropriate to be handled via other means (i.e., e-mail, phone calls). Any decisions shall be captured in the meeting minutes of the next regular meeting. Board meetings are open to all members.

Section 3. Duties of the Directors. The Directors shall attend and participate in Board and membership meetings, represent the membership in conducting the Club's business, ensure compliance with the Bylaws, represent the Club in activities related to the purposes of the Club, serve on committees, and perform other duties as prescribed by the Board.

Section 4: Officers. The officers are elected or appointed by the Board of Directors and consist of the President, Vice President, Secretary, and Treasurer. The officers shall serve in their respective capacities at both Membership and Board meetings. Officer duties include, but are not limited to:

- A. The President shall preside over Board and Membership meetings and the Annual Meeting. The President shall ensure that decisions and resolutions of the Board and Membership are carried into effect. The President shall attend Board and Membership meetings and ensure that the rules of order and decorum are properly enforced, shall set the agenda for meetings (may delegate this action), and shall execute documents which may be required, unless the Board has authorized some other person to perform such execution.
- B. The Vice President shall attend Board and Membership meetings and the Annual Meeting, and in the absence of the President, shall perform the duties and exercise the powers of the President. The Vice President shall perform other duties prescribed by the Board. The Vice President shall serve as the Membership Committee chairperson.
- C. The Secretary shall attend Board and membership meetings and keep a record of all matters of which a record shall be ordered by the Club. The Secretary shall provide notice of Board, Membership, and Annual Meetings. The Secretary shall have charge of the Club correspondence.
- D. The Treasurer shall attend Board and Membership meetings and oversee the financial accounts and records of the Club. The Treasurer shall develop an annual budget for Board approval. The Treasurer shall collect the revenues and pay expenditures in a timely manner. The Treasurer shall oversee Club investments and accounts and provide financial reports at regular Board and Membership meetings, including year-end financial reports. The Treasurer shall ensure that tax reports are filed on time.

Section 5: Terms of Office. Directors shall be elected at the Annual Meeting, all of whom shall be elected for one (1)-year terms and shall serve until their successors are elected. Any member in good standing (except Junior members) is eligible to run for office. Except for the Treasurer, Directors take office at the close of the meeting following their election at the Annual Meeting. The Treasurer-elect will assume the role of Treasurer at the start of the next fiscal year following election. The outgoing Treasurer will remain responsible for completion of the financial report for the prior year.

Section 6: Regular Meetings. Regular Board meetings shall be held at a time and place designated by the Board.

Section 7: Special Meetings. Special Board meetings may be called by the President or by petition of at least 3 Directors. The call for a special Board meeting must state the purpose of the meeting. Special Board meetings shall be held at a time and place designated by the Board.

Section 8: Meeting Notice. Except as otherwise provided by these Bylaws or by law, notice of the time and place of Board meetings shall be given to each Director not less than 7 days before a regular meeting and not less than 5 days before a special meeting. Notice of a special Board meeting must state the purpose of the meeting. No other business shall be transacted at the meeting.

Section 9: Quorum. A majority of Directors shall constitute a quorum.

Section 10: Voting. The vote of a majority of the Directors present at a meeting, at which a quorum is present, constitutes the action of the Board, unless the vote of a larger number is required by law or by other sections of these Bylaws.

Section 11: Agenda. Agenda items may originate from any member and shall be submitted to the Secretary at least 7 days before a meeting. Discussion of agenda items may be tabled by motion of the Board. Any item received less than 7 days prior to the meeting may be delayed until a future meeting.

Section 12. Vacancies. Vacancies shall be filled by election from a slate of candidates developed by the Board. Each Director may submit one nomination. The candidate shall be elected by majority vote at the next regular or special Board meeting after the vacancy occurs. The candidate shall serve the remaining term of the vacancy. If the vacancy is the President, the Vice President shall assume the position of President and the Board shall elect by majority vote a candidate to serve as Vice President.

Section 13: Resignation and Removal. A Director may resign upon written notice to the Board. The resignation shall be effective upon receipt or the date indicated in the resignation notice. A Director may be removed for cause by affirmative vote of two-thirds of the Board. Vacancies as a result of resignation or removal will be filled by election of a candidate as described in Section 12.

Section 14: Absences. Absences can be approved or excused by the Board. Two unexcused absences from regular or special Board meetings during any term as a Director may constitute a de facto resignation unless the Director has provided adequate justification to the Board. Such resignation shall be effective two weeks after the Board gives notice to the Director. This decision may be appealed to the Membership at the next Membership meeting. A simple majority vote of the members present shall determine the action.

Section 15: General Powers as to Negotiable Paper. The Board may authorize the making, signature, or endorsement of checks, drafts, notes, and other negotiable paper or other instruments for the payment of money and designate the person who shall be authorized to make, sign, or endorse the same on behalf of the Club.

Section 16: Powers as to Other Documents. All material contracts, conveyances, and other instruments shall be executed by two (2) Directors on behalf of the Club.

Section 17: Conduct of Meetings. Board meetings shall be presided over by the President. In the President's absence, the meeting shall be presided over by the Vice President. If both the President and Vice President are absent, the Secretary shall preside. If the President, Vice President, and Secretary are absent, the Treasurer shall preside.

Section 18: Compensation. Directors shall serve without compensation but may be reimbursed for actual, reasonable, and necessary expenses incurred in their capacity as Directors. Such expenses must be approved in advance by the Board.

Section 19: Conflicts of Interest. When a Director has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest shall be disclosed to the Board and made a matter of record. Directors having a duality of interest or possible conflict of interest on any matter should not vote or use their personal influence on the matter.

Section 20: Liability of Directors. A Director's liability to the Club or its members for money damages for any action taken or any failure to take any action as a Director, is limited, except liability for any of the following: (i) The amount of financial benefit received by a Director to which he or she is not entitled; (ii) Intentional infliction of harm on the Club or its members; (iii) A violation of section 551 of the Nonprofit Corporation Act, as amended (the "Act"); (iv) An intentional criminal act; or (v) A liability imposed under section 497(a) of the Act. The Club assumes the liability for all acts or omissions of a Director, or other volunteer, occurring on or after the effective date of this Section if all of the following are met: (i) The Director was acting or reasonably believed he or she was acting within the scope of his or her authority; (ii) The Director was acting in good faith; (iii) The Director's conduct did not amount to gross negligence or willful and wanton misconduct; (iv) The Director's conduct was not an intentional tort; and (vi) the Director's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed under section 3135 of the Insurance Code of 1956, 1956 PA 218, MCL 500.3135.

Section 21: Insurance. The Club may purchase and maintain insurance on behalf of any person that is or was a Director, officer, nondirector volunteer, or agent of the Club, against any liability asserted against the person and incurred by the person in that capacity or arising out of the person's status as such, whether or not the Club has the power to indemnify the person against liability under sections 561 to 565 of the Act.

ARTICLE V – COMMITTEES

Section 1: Objectives. Committees advance the work of the Club. Committees may conduct ongoing Club activities, accomplish a particular task, develop policies, or issue reports. In addition to the Standing Committees set forth below in Section 5, additional committees may be established by the Board.

Section 2: Board Authority. Committees shall be subject to the authority and approval of the Board. Committees and each member thereof, shall serve at the discretion of the Board. The Board may increase or decrease the number of committee members or restructure or dissolve any committee.

Section 3: Membership. Committees will consist of a chairperson and other members in good standing. Directors may be members of committees or may serve as Board liaisons to committees.

Section 4: Term. Committees may be established and committee members appointed throughout the year, however, appointments end on December 31. Committees may be renewed by the Board. Committee members are eligible for reappointment. Committee appointments may be terminated by majority vote of the Board

Section 5: Standing Committees. The standing committees are:

- Executive Committee. The Executive Committee shall consist of the four Officers set forth in Article IV, Section 4. The Executive Committee may exercise the powers and authority of the Board in the management of the business and affairs of the Club between meetings of the Board. All actions by the Executive Committee are subject to review and approval by the Board at its next meeting.
- Membership Committee. The Vice President shall serve as the chairperson of the Membership Committee. The Board may appoint members to serve on the Membership Committee.
- Finance Committee. The Treasurer shall serve as the chairperson of the Finance Committee. The Board may appoint 2 or 3 members to serve on the Finance Committee.
- Nominating Committee. The Nominating Committee shall consist of a chairperson and at least 2 members. No more than one Director may serve on the Nominating Committee. The Nominating Committee shall solicit nominations from the membership and develop a slate of candidates. The Nominating Committee shall seek the candidates' consent to place their names on the slate of nominees. The slate shall be approved by the Board. Members may not be a candidate for elected position while serving on the Nominating Committee.
- Training Committee. The Training Committee shall consist of a chairperson and at least 3 members.
-

ARTICLE VI – FISCAL YEAR, ANNUAL MEETING ELECTIONS AND OFFICIAL YEAR

Section 1: Fiscal Year. The Club’s fiscal year shall begin on January 1 and end on December 31.

Section 2: Annual Meeting. The Annual Meeting shall be held in December of each year. The election of the Board shall take place at the Annual Meeting by secret, written ballot. The nominated candidate receiving the greatest number of votes for each office shall be declared elected.

Section 3: Club’s Official 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 next Annual Meeting.

ARTICLE VII – AMENDMENTS

Section 1: Adoption. The Bylaws may be adopted or amended at any Membership, Special Membership, or Annual Meeting. The Bylaws shall be adopted or amended by a simple majority vote of the members in good standing present at the meeting at which the amendment(s) is presented, via mail, or e-mail.

Section 2: Amendments. Amendments to the Bylaws shall be proposed:

- By the Board of Directors. The Board majority vote may propose Bylaws amendments. Proposed amendments must be sent to the membership, in writing or electronically, at least 14 days prior to the meeting date at which the amendments will be voted upon.
- By petition to the Secretary by 20% of the members in good standing. Amendments proposed by petition shall be considered by the Board and must be submitted to the membership within 90 days receipt, along with Board recommendations.

Section 3: Approval. Approval by the American Kennel Club prior to adoption is not required so long as the Club remains an AKC licensed club.

ARTICLE VIII – AMERICAN KENNEL CLUB

Section 1: AKC 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. A member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Secretary with a \$10 deposit, which shall be forfeited if the charges are not sustained by the Board. The Secretary shall promptly send a copy of the charges to each Director or present them at the next Board meeting. 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. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send a copy of the charges and specifications 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 or her own defense and bring witnesses if he or she wishes.

Section 3: Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both the complainant and 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, reprimand or suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that this punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such cases, suspension shall not restrict the defendant's right to appear before his or her fellow members the membership at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

Section 4: Expulsion. Expulsion of a member from the Club may be accomplished only at a membership meeting 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 60 days, but not earlier than 30 days, after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak in his or her own behalf if he or she wishes. The members shall then vote by secret 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's suspension shall stand.

ARTICLE IX – ORDER OF BUSINESS

The order of business of the Membership Meetings shall be as follows:

1. Reading and Approval of Minutes
2. Reports of Officers, Boards, and Standing Committees
3. Reports of Special (Select or Ad Hoc) Committees
4. Special Orders
5. Unfinished Business and General Orders
6. New Business

ARTICLE X – 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 Bylaws and any other special rules of order the Club may adopt.

ARTICLE XI – DISSOLUTION

Dissolution of the Club can only be initiated by a majority vote of all Directors and must be approved by 2/3 of the members in good standing voting at any Annual Meeting or at a Special Membership Meeting scheduled strictly for such purpose. Upon termination or dissolution of the Club other than for purposes of reorganization whether voluntary or involuntary or by operation law, none of the Club’s property nor proceeds nor assets shall be distributed to any member of the Club. After payment of the debts of the Club, all remaining assets will be distributed for a purpose or to an organization or organizations selected by the Board. The purpose or organization or organizations selected shall be charitable for the benefit of dogs unless otherwise prohibited by State Law.