

ARTICLES OF INCORPORATION

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ARTICLES OF INCORPORATION

ARTICLE I
Name and Objectives

SECTION 1. The name of this organization shall be: TULSA DOG TRAINING CLUB, INC.

SECTION 2. The objectives of the club shall be:

- (a) to promote the training of dogs and handlers and the dissemination of knowledge regarding obedience, agility, and other performance disciplines;
- (b) to conduct classes for the training of dogs and their handlers;
- (c) to encourage the training of Obedience, Agility, and other performance discipline Judges;
- (d) to encourage and cooperate with individuals and other groups with similar purposes;
- (e) to hold and support obedience trials, Paw Pals Therapy Group, agility trials, performance events, exhibitions, and matches under the rules of the American Kennel Club;
- (f) to promote cooperation and good sportsmanship among its members in the training and exhibition of dogs;
- (g) to promote public education;
- (h) to promote Paw Pals to share the love our own dogs give us with those who are unable to know the joy of their own pet.

SECTION 3. The Club shall not be conducted for profit and no part of any profits or remainder or residue from dues or donations shall inure to the benefit of any member or individual.

SECTION 4. The members of the Club shall adopt and may from time to time revise such by-laws as may be required to carry out these objectives.

BY-LAWS

ARTICLE I Membership

SECTION 1. Eligibility

There shall be three types of memberships open to all persons of at least eighteen (18) years of age, who are in good standing with The American Kennel Club and/or who subscribe to the purposes of the Club:

- (a) Junior: Junior Members have no voting or other privileges.
- (b) Associate: Associate Members have no vote; however, they shall have such other privileges as may be designated by the Board of Directors.
- (c) Regular: Regular Members shall be entitled to all Club privileges. While membership is unrestricted as to residence, the Club's primary purpose is to be representative of the exhibitors in its immediate area.

SECTION 2. Election to Membership

- (a) Junior: Each applicant for membership shall apply on a form as approved by the Board of Directors. Accompanying the application, the prospective member shall submit payment for a definite series of classes.
- (b) Associate:
 - 1. Individual training the dog. Within ninety (90) days of successful completion of any course, except puppy, with the Club, 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 the Constitution and By-Laws. The application shall state the name, address, and occupation of the applicant and the date on which he/she successfully completed a training course with the Club. Accompanying the application, the prospective member shall submit appropriate dues payment for the current year.
 - 2. Immediate family member(s) of an associate member training a dog may also apply for membership. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and By-Laws. The application shall state the name, address, and relationship to the associate member training a dog. The prospective family member shall submit appropriate dues payment for the current year with the application.

Application is to be filed with a member of the Board of Directors, and is to be voted on by the Board of Directors. Affirmative votes of a simple majority of the Officers and Directors present and voting shall be required to elect the applicant. Immediate family will be defined as a family member living in the same household as the associate member currently training at the Club.

- (c) Regular: After attending three (3) Club meetings (not necessarily consecutively), an Associate Member in good standing, and who has trained a dog through one session, may apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and By-Laws and the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant. Applicant's dues must be current.

Application is to be filed with the Membership Chairperson and each application is to be voted upon at the first club meeting following its receipt. Affirmative votes of three-fourths (3/4) of the

members present and voting at that meeting shall be required to elect the applicant. Applicant need not be present at this meeting.

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

SECTION 3. Dues

During the month of June, the Board of Directors shall fix the amount of the annual dues for the following year. Dues shall be payable on or before the 1st day of January of each year. During the month of November, the Treasurer shall provide to each member a statement of his/her dues.

SECTION 4. Termination of Membership

Memberships may be terminated:

- (a) By resignation. Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary, but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the 1st day of each fiscal year.
- (b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid ninety (90) days after the 1st day of the fiscal year; however the Board may grant an additional ninety (90) days of grace to such members in meritorious cases. If dues are not paid by March 31st, member(s) is(are) dropped from membership. Member(s) may be reinstated to Associate Membership upon payment of current Apprentice Membership dues.
- (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 (or within twenty-five (25) miles of) the City of Tulsa, Oklahoma on the second Friday of January, March, May, July, September, and November at such hour and place as may be designated by the Board of Directors. Notice of each meeting shall be given to each member at least five (5) and not more than fifteen (15) days prior to the date of the meeting. The quorum for such meetings shall be 15% of the regular members in good standing. Meeting notification may also be made through digital media, Paw Prints, and the bulletin boards at the Club.

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 Corresponding Secretary upon receipt of a petition signed by five (5) Regular Members of the Club who are in good standing. Such special meetings shall be held in (or within twenty-five (25) miles of) the City of Tulsa at such place, date, and hour as may be designated by the person(s) authorized herein to call such meetings. Notice of such a meeting shall be sent (by mail or electronically) by the Corresponding Secretary at least five (5) days and not more than fifteen (15) days prior to the date of such meeting and said notice shall state the purpose of the meeting, and no other business may be transacted. The quorum for such a meeting shall be 15% of the Regular Members in good standing.

SECTION 3. Board Meetings

Meetings of the Board of Directors shall be in (or within twenty-five (25) miles of) the City of Tulsa in the months of February, April, June, August, October, and December at such time and place as may be designated by the Board. Notice of such a meeting shall be emailed at least five (5) days and not more than fifteen (15) days prior

to the date of such meeting. If a member does not have email access, then that individual shall be notified by phone. The quorum of 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 or shall be called by the Corresponding Secretary upon written request signed by at least three (3) members of the Board. Such special meetings shall be held in (or within twenty-five (25) miles of) the City of Tulsa at such place, date, and hour as may be designated by the person authorized herein to call such a meeting. Notice of such meeting shall be given at least two (2) 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. The quorum for such a meeting shall be a majority of the Board.

SECTION 5. Emergency Board Meetings

An emergency Board meeting may be conducted by phone and/or email provided that all Board members are contacted. A majority vote of the Board shall prevail.

SECTION 6. Voting

Each Regular Member in good standing shall be entitled to one vote at any meeting of the Club at which he/she is present. Voting shall not be done by proxy, but where a majority vote of the entire regular membership is required, voting may be done by Regular Members in good standing who are present, or by mail. Mail votes shall be cast on forms as approved by the Board of Directors. They shall be mailed by the Corresponding Secretary at least five (5) days and not more than fifteen (15) days prior to the date of such meeting, along with an envelope marked "BALLOT" and the name of the voting member. All mail votes must be in the hands of the Corresponding Secretary at least twenty-four (24) hours before the time of the meeting. Counting of the ballots shall be done at the meeting by a Committee appointed by the President.

ARTICLE III Directors and Officers

SECTION 1. Board of Directors

The Board shall be comprised of the President, 1st Vice-President, 2nd Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Member-at-Large, Director of Training, Director of Agility, Director of Publicity, Director for Obedience Trials, Immediate Past President, and Director for Agility Trials, all of whom shall be elected for a one (1) year term at the Club's Annual Meeting as provided in Article IV and shall serve until their successors have been elected.

(a) Eligibility for Board of Directors

1. Regular Member in good standing who has trained a dog to any AKC recognized title (except CGC) or equivalent title.
2. Only one person from an individual household or family may serve on the Board at any one time.

SECTION 2. Duties of Officers and Directors

(a) Officers. The Club's officers, consisting of the President, 1st Vice-President, 2nd Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

1. The President shall preside at all meetings of the Club and the Board and shall have the duties and the powers normally appurtenant to the office of President in addition to those particularly specified in the By-Laws. The President shall be an Ex-officio member, without voting privileges, of all committees except the Nominating Committee.
2. The 1st Vice-President shall have the duties of the President in case of the President's death, absence, or incapacity, and other such duties as may be designated by the Board. The 1st Vice-President shall serve on Paw Pas, Inc. Board of Directors. The 1st Vice President shall perform such other duties as are prescribed in these By-Laws or which may be designated by the Board.
3. The 2nd Vice-President shall have the duties of the 1st Vice-President in the temporary absence of the 1st Vice-President and such other duties as designated by the Board. The 2nd Vice-President shall also serve as an Assistant Training Director and be a member of the Training Committee. The 2nd Vice President shall perform such other duties as are prescribed in these By-Laws or which may be designated by the Board.
4. The Recording Secretary shall keep a record of all meetings of the Club and the Board and all matters of which a record shall be ordered by the Club. The Recording Secretary shall perform such other duties as are prescribed in these By-Laws or which may be designated by the Board.
5. The Corresponding Secretary shall carry on all correspondence of the Club and perform such other duties as are prescribed in these By-Laws or which may be designated by the Board.
6. The Treasurer is responsible for maintain the books of TDTC in which are recorded all of its financial transactions. The Treasurer's books shall be, at all times open to the inspection of the Board. He/she shall report to them at every meeting the condition of the Club's finances, and every item of receipt or payment of significance, not yet reported; and at the Annual Meeting the Treasurer shall render an account of all moneys received and expended during the previous year. The Treasurer shall perform such other duties as are prescribed in these By-Laws or which may be designated by the Board.

(b) Directors. The Club's Directors, consisting of Immediate Past President, Member-at-Large, Director of Training, Director for Obedience Trials, Director of Agility, Director for Agility Trials, and Directory of Publicity, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

1. The Member-at-Large shall keep the members of the Club informed as to upcoming Trials and advise new members as to receiving and submitting entry blanks; keep the bulletin board posted with items of interest to the membership, and such other duties as may be assigned by the Board.
2. The Director of Training shall direct all training classes and shall have the power to appoint qualified instructors at any time. He/she shall report to the Board on the decisions made by the Training Committee as to the disciplinary action recommended for a dog and/or handler whose actions are deemed undesirable and a detriment to the successful operation of the classes. The Director of Training shall chair the Training Committee, consisting of the 2nd Vice-President, Director of Agility, and five (5) other qualified members whom he/she shall appoint. The Director of Training shall perform other duties as may be assigned by the board.
3. The Director for Obedience Trials shall be the Chairman of the Obedience Trial Committee, shall be in charge of all Obedience Trials, securing necessary equipment, determining a

suitable location for the Trials, and shall appoint a committee to assist in carrying out these duties, as long as they are not in conflict with this Constitution and By-Laws. The Director and his/her committee shall not have the power to make contracts or obligations in the name of the Club unless specifically empowered to do so by the Board. The Director and his/her committee shall perform other duties as may be assigned by the board.

4. The Director for Agility Trials shall be the Chairman of the Agility Trial Committee, shall be in charge of all Agility Trials, securing necessary equipment, determining a suitable location for the Trials, and shall appoint a committee to assist in carrying out these duties, as long as they are not in conflict with this Constitution and By-Laws. The Director and his/her committee shall not have the power to make contracts or obligations in the name of the Club unless specifically empowered to do so by the Board. The Director and his/her committee shall perform other duties as may be assigned by the board.
5. The Director of Publicity shall arrange media coverage as needed and make available to all members a newsletter (printed or electronic) covering such items of interest to the membership and such other duties as designated by the Board.
6. The Director of Agility shall be chair of a Committee consisting of an Agility Trial Chairperson, Agility Trophy Chairperson, and Agility Trial Secretary, who he or she shall appoint. The Agility Director shall serve on the Training Committee.
7. The Immediate Past President will assist the Board of Directors any way necessary to help Tulsa Dog Training Club achieve the objectives listed in the Articles of Incorporation.

SECTION 3. Vacancies

Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of the current members of the Board at its first regular meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose; EXCEPT that a vacancy in the office of the President shall be filled by the 1st Vice-President and the resulting vacancy in the office of 1st Vice-President shall be filled by the Board.

ARTICLE IV

The Club Year, Annual Meeting, Elections

SECTION 1. Club Year

The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Club's official year shall begin on the 1st day of December and end on the 30th day of November.

SECTION 2. Annual Meeting

The Annual Meeting shall be held in the month of November at which time Officers and Directors for the ensuing year shall be elected from among those nominated in accordance with Section 4 of this Article. They shall take

office December 2nd and each retiring Officer and Director shall turn over to his/her successor in office all properties and records relating to that office within fifteen (15) days after the election.

SECTION 3. Nominations

No person may be a candidate in a Club election who has not been nominated. During the month of October, the Board shall select a Nominating Committee consisting of five (5) Regular Members in good standing, not more than one of who may be an existing Board member. The President or appointed designee shall immediately notify the committee members of their selection. The Board shall name a Chair from this Committee and it shall be his/her duty to call a committee meeting that shall be held on or before the 1st of November.

- (a) The Committee shall nominate one candidate for each office and one candidate for each of the other positions on the Board, and after securing the consent of each person so nominated, shall report their nominations to the regular membership in writing at least ten (10) days prior to the Annual Meeting.
- (b) Additional nominations may be made at the November (Annual) meeting by any Regular Member in attendance provided that previous consent of the nominee has been obtained.
- (c) Nominations cannot be made in any manner other than as provided in this Section.

SECTION 4. Elections

- (a) If there be more than one (1) nominee for an office or directorship, election shall be by ballot and the nominated candidate receiving the greatest number of votes shall be declared elected.
- (b) If there be but one nominee for a position, the Chair may declare the nominee elected.

ARTICLE V Committees

SECTION 1. Appointments

The Board may each year appoint standing committees to advance the work of the Club. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board or President to aid it on particular projects. Committee appointees must be members in good standing.

SECTION 2. Terminations

Any committee chair appointment may be terminated by a majority vote of the full membership of the Board. Written notice shall be made to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI Discipline

SECTION 1. American Kennel Club Suspension

Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

SECTION 2. Charges

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the sport. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$10.00, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Corresponding 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 or Sport. 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 or more than six (6) weeks thereafter. The Corresponding 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 his/her own defense and bring witnesses if he/she wishes.

SECTION 3. Board Hearing

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges 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. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such cases, 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 finding shall be put in written form and filed with the Corresponding Secretary. The Corresponding Secretary in turn shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 4. Expulsion

Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of the Article. Such proceedings may occur at a regular or special meeting of the Club to be held within thirty (30) days after the date of the Board's recommendation. The defendant shall have the privilege of appearing on his own behalf, through 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 on his/her own behalf if he/she wishes. The Regular Members shall then vote by 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

Amendments

SECTION 1. Proposals

Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by 15% of the Regular Members in good standing.

Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the Regular Members with recommendations of the Board within three (3) months of the date when the petition was received by the Corresponding Secretary.

Section 2. Voting

The Constitution and By-Laws may be amended by a vote of two-thirds (2/3) vote of those Regular Members voting, provided the proposed amendments and ballots have been included in the notice of the meeting and mailed to each Regular Member at least five (5) days and not more than fifteen (15) days prior to the date of the meeting.

ARTICLE VIII

Dissolution

SECTION 1. Dissolution

The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the Regular Members. In the event of the dissolution of the Club, 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 Board of Directors.

ARTICLE IX

Order of Business

SECTION 1. Club Meetings

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

- Roll Call
- Minutes of last meeting for approval
- Minutes of last Board Meeting for information only
- Reports of Officers and Directors
- Reports of Committees

- Election of Officers and Board (at Annual Meeting)
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

SECTION 2. Board Meetings

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

- Minutes of the last meeting for Board approval
- Minutes of the last regular meeting for information only
- Reports of Officers and Directors
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment

ARTICLE X

Rules of Order

SECTION 1. Rules of Order

The current edition of Robert's Rules of Order shall be the parliamentary authority for all meetings.