



BY-LAWS

BURLINGTON OBEDIENCE TRAINING CLUB, INC.

ARTICLE I

ARTICLES OF INCORPORATION

- Section 1** The name of the club shall be Burlington Obedience Training Club, Inc. (hereinafter referred to as BOTC). To avoid potential confusion the club will refer to itself as Burlington Obedience Training Club, Inc. and not as AKC or American Kennel Club.
- Section 2** **Affiliation:** BOTC is not an affiliate organization of the American Kennel Club, Inc. (hereinafter referred to as AKC). However, BOTC is an AKC licensed club.
- Section 3** **Purpose:** BOTC is organized exclusively for charitable, educational, and/or scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States law (the "Code"), and that are lawful or activities for which a non-stock, non-profit corporation may be organized under the Vermont Non-Profit Corporation Act. Without limiting the foregoing, it shall be the primary purpose of BOTC to provide educational opportunities for members and the public so to enhance the human-canine bond and to hold and support obedience trials, rally trials, agility trials, tracking tests, exhibitions and matches under the rules and regulations of the American Kennel Club.
- Section 4** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the publishing or distribution of statements for any political campaign on behalf of any candidate for public office.
- Section 5** **Relationships:** BOTC is a separate legal entity from AKC. It shall not be deemed to be an agency or instrumentality of AKC and AKC shall not be deemed to be an agency or instrumentality of BOTC. BOTC shall not hold itself out to the public as an agent of AKC without express written consent of AKC. BOTC shall not contract in the name of AKC without the express written consent of AKC.
- Section 6** The name, location of the registered office, the registered agent, and the purposes of BOTC shall be as set forth in the Articles of Incorporation and these Bylaws; the purposes and powers of BOTC, and all matters concerning the conduct and regulation of the business of BOTC shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Incorporation; and the Articles of Incorporation are hereby made a part of these Bylaws. All references in the Bylaws to the Articles of Incorporation shall be construed to mean the Articles of Incorporation of BOTC as from time to time amended.
- Section 7** The members of BOTC shall adopt and may from time to time revise these By-Laws as may be required to carry out these objectives.

ARTICLE II OFFICES

The principal office of BOTC shall be located at such place as shall be determined by the Board of Directors. BOTC may have offices at such places as the Board of Directors may from time to time determine.

ARTICLE III FISCAL YEAR

The fiscal year of BOTC shall be the calendar year.

ARTICLE IV MEMBERSHIP

Section 1 **Qualifications for Membership:** The qualifications for membership in BOTC shall be as stated below. Membership is open without regard to race, religion, gender, age, national origin, sexual orientation, veteran status, disabilities, or any other legally protected class. All members shall be in good standing with the American Kennel Club. Memberships are not transferable to other individuals.

- A. **Family/Single Members:** Membership shall be available to those over eighteen (18) years of age. Those individuals seeking family/single membership must submit a completed application. Members shall have full voting rights and may hold office in BOTC.
- B. **Junior Members:** Junior membership shall be available to those children over eight (8) years of age, but less than eighteen (18) years of age. Those seeking junior membership shall submit a completed application, signed by a parent or guardian. Junior members may not vote or hold office in the Corporation.
- C. **Associate Members:** Associate membership shall be available to those individuals seeking membership in BOTC, who may not be able to participate fully as a member. Those seeking associate membership must submit a completed application. Associate members shall not have voting rights and may not hold office in BOTC.
- D. **Honorary Members:** Any individual who has rendered outstanding service to the Club may be proposed by a member to the Club at a members meeting. This membership is considered non-voting unless the member wishes to pay appropriate dues. The recipient shall be given an appropriate notification of the honor.

Section 2 **Approval of New Members:** 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 this Constitution and By-Laws and the rules of the American Kennel Club. The application shall state the name and address of the applicant and it shall carry the endorsement of two members. All applications are to be filed with the Secretary who shall publish each application via e-mail to the membership within 10 days of receipt of the application. The applications will be voted on separately and by secret ballot at the next membership meeting at which the applicant is present. Affirmative votes of 3/4 of the members present and voting at that meeting shall be required to approve the applicant. An individual whose application is not approved by the Club may not reapply within six months following the vote.

Section 3 Voting: Each member of BOTC shall have the right to cast one vote on each matter brought before a vote of the members, except that Junior, Honorary and Associate members shall not have the right to vote.

Section 4 Membership Dues: Membership dues shall not exceed \$50 annually. Membership dues shall be determined each October by vote of membership upon recommendation of a sum proposed by the Board of Directors. Dues are payable on or before the January meeting. No member may vote whose dues 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. Those joining the Club after the 30th of June shall pay only one-half of the year's dues.

Section 5 Termination of Membership: Membership is terminated by the following reasons.

- A. **By resignation.** Any member in good standing may resign from the Club upon written notice to the 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 first day of each financial year.
- B. **By lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid as of the end of the first quarter of the following fiscal year. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting. Members are encouraged to actively participate in the club; a membership may be considered lapsed if a member fails to attend any membership meetings or work at any club event within a given year.
- C. **By expulsion.** A membership may be terminated by expulsion as provided in Article X of these by-laws.

ARTICLE V MEMBER MEETINGS

Section 1 Regular Meetings: Regular meetings of the Members shall be held regularly with a minimum of six meetings per year, in or within twenty-five (25) miles of the City of Burlington, Vermont at such time and place as may be designated from time to time by the Board.

Section 2 Annual Meeting: The Annual Meeting of the Members for electing Directors and conducting other appropriate business shall be held in, or within twenty-five (25) miles of, the City of Burlington, Vermont during the month of January.

Section 3 Special Meetings: Special meetings of the membership shall be held by call of the President, Board of Directors or by Members having 20 per cent of the votes entitled to be cast at such meeting.

Section 4 Notice of Meetings: All **Regular Meetings** of the Members shall require notice to all Members, setting forth the date, time and place of the meeting. Written notice of each meeting shall be mailed by the Secretary at least 10 days prior to the date of the meeting. The secretary may email the notice for the meeting to each member who is able to receive email.

The Board shall provide notice for **Special Meetings** to the Members with as much notice as possible. In the matter of urgency, notice may be sent via electronic communication or telephonically.

Section 5 **Quorum:** Members holding 20 per cent of the votes entitled to be cast and present at the meeting shall constitute a quorum. The vote of the majority of the Members present at a meeting must constitute a quorum necessary for the adoption of any matter voted on by the members, unless otherwise specified in these By-laws.

ARTICLE VI BOARD OF DIRECTORS

Section 1 **Powers and Duties:** The Board of Directors (the “Directors”) shall consist of the Officers and the Training Director plus three members-at-large. The Directors shall manage and control the property, business and affairs of BOTC and in general exercise all powers of the BOTC.

Section 2 **Qualifications:** The Board of Directors must be members of BOTC, and in good standing with the club and with AKC throughout their term of participation on the Board.

Section 3 **Election/Term of Office:** Each elected Director shall assume office immediately following the annual Board election and shall hold office for one (1) year if an officer, one (1) year for the Training Director, and three (3) years if a member-at-large. One member at large shall be elected each year to serve a single 3-year term. In the absence of nominations from the nominating committee, the Directors shall convene and report to the Members its recommendations or receive nominations from the floor at the Annual Meeting.

All Directors shall be elected or appointed to terms beginning upon election and ending at the subsequent election of officers.

Section 4 **Compensation:** No Director shall receive compensation for performance of his/her duties as a Director. This shall not preclude a Director from serving BOTC in any other capacity and receiving compensation therefore, as determined by resolution of the Directors. The Directors, also may by resolution, authorize the payment or reimbursement of certain expenses of a Director related to BOTC’s business or operations.

Section 5 **Conflicts of Interest:** Directors shall be under an affirmative duty to disclose any actual or potential conflict of interest in any matter under consideration by the Board of Directors. Directors having such an interest may, if permitted by the Board, participate in the discussion, but not in the decision of the matter. A conflict of interest shall arise if a Director has any direct or indirect financial interest in a transaction contemplated by BOTC, or if a Director’s spouse, parent, sibling or child (each a “related party”) has a direct or indirect financial interest in such a transaction.

Section 6 **Removal:** Any Director may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. The Director shall be entitled to respond in writing prior to any termination action being imposed.

Section 7 **Vacancies:** Whenever any vacancy occurs in the Board of Directors between annual meetings of the Members, a replacement shall be appointed by the remaining Directors for the balance of the remaining term. The new Director shall take office immediately upon appointment by the Board.

ARTICLE VII OFFICERS

Section 1 **Qualifications/Designation:** All Officers of BOTC must be members in good standing at the time of nomination or appointment. The principal officers of BOTC shall be elected by the Members, and shall consist of a President, Vice President, Secretary, and Treasurer. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 2 **Positions:**

- A. President:** The President shall be the Chief Executive Officer of BOTC; he or she shall preside at all meetings of the members and the Board of Directors; shall have general charge and supervision of the business and fiscal management affairs of BOTC; and shall perform other duties as assigned by the Board of Directors. The President shall be an ex-officio member on all committees and shall appoint committees not otherwise provided for. In case of a vacancy in the President's position the Vice President will serve out the remaining term.
- B. Vice President:** The Vice President, at the written request of the President, or in his/her absence or disability, may perform any of the duties of the President. He/she shall have such other powers and perform such other duties as the Board or the President may determine. If there is a Leave of Absence (LOA) by another Board member, the Vice President should assume that responsibility until such time as the LOA ends. The Vice President shall also perform such other duties as the President may request.
- C. Secretary:** The Secretary shall attend all regular, special and annual meetings of the Members and the Board of Directors and shall keep a true, correct record of the proceedings of such meetings; handle general correspondence, and perform other duties as directed by the Board of Directors. The Secretary shall also perform such other duties as the President may request.
- D. Treasurer:** The Treasurer shall be responsible for all funds of BOTC and deposit all such funds in the name of BOTC in such financial institutions as may be selected by the Directors. The Treasurer shall receive and give receipts for all monies payable to BOTC, and shall handle payment of all accounts payable as approved by the Board. The treasurer shall be accountable for full and accurate accounting of all transactions and shall render to the Board of Directors an account of all transactions and of the financial condition of BOTC as required. The Treasurer shall give an annual Treasurer's Report to the Board of Directors and the Membership.

ARTICLE VIII BOARD OF DIRECTORS MEETINGS

- Section 1** **Regular Meetings:** Regular monthly meetings of the Board shall be held in or within 25 miles of the City of Burlington, Vermont, at such time and place as may be designated from time to time by the Board.
- Section 2** **Special Meetings:** Special meetings may be called by any one (1) of the officers of BOTC or any two other Directors of the Board and shall be called upon documented request and upon the giving of at least two (2) days notice to each Director. The notice must describe the purpose of the special meeting. Special meetings shall be held in or within 25 miles of the City of Burlington, Vermont, at such time and place as may be designated.
- Section 3** **Notice:** A notice of all regular Board meetings shall be sent to all Directors at least ten (10) days prior to the meeting, setting forth the date, time and place of the meeting.
- Section 4** **Quorum: Board Action:** A simple majority of the entire number of voting members of the Board shall constitute a quorum for the transaction of business. The act of a majority of voting members present at any meeting at which there is a quorum shall be the act of the Board, except to the extent that state law may require a greater number. In addition, the Board may act by unanimous written consent of all voting members.

ARTICLE IX COMMITTEES

- Section 1** **Committee Activity:** Committees are established to provide BOTC with special ongoing services. Committees must maintain official minutes and make such minutes or reports available to the Board of Directors within sixty (60) days following a committee meeting.
- Section 2** **Committee Organization:** In order to ensure broader participation and counsel by membership, the President, with the approval of the Board of Directors, may appoint committees for special study as necessary, in addition to the Standing Committees detailed below. The Chairperson of the Standing Committees shall be elected at the annual meeting of the Members or appointed by the President subject to the approval of the Board of Directors. Any Member may request to volunteer or may be appointed by the Board of Directors.
- Section 3** **Committees:** The following are standing Committees:
- A. **Training Council:** The Training Council shall be comprised of coordinators representing the venues that BOTC supports. They shall be comprised of members who represent the aforementioned venues. Coordinators will be elected annually at the annual member meeting for a term of one (1) year. Those elected to the Council will select among themselves one individual to be the Training Director, who shall sit as a member of the Board of Directors.
 - B. **Nominating Committee:** The Nominating Committee shall present a slate of candidates for Officers and designated Directors to the membership. This committee shall be composed of not less than three (3) members selected by the Board of Directors from the membership of BOTC, and shall include not more than one member of the Board of Directors.

- C. **Audit Committee:** The Audit Committee shall be empowered to investigate and review the financial condition of the club and during the month of January shall conduct an annual audit of the club's financial records. The President shall select four (4) individuals to serve (two from the Board of Directors and two from the membership). The Treasurer may not serve on the Auditing Committee. The Committee will report its findings to the Board of Directors within forty-five (45) days of forming. If an audit was requested by the general membership, the President will ensure that a full report be provided to the membership within sixty (60) days of the formation of the committee.
- D. **Trial Committees:** Trial (or Test) Committees shall be charged with the necessary responsibilities for the event they organize and will be given an appropriate budget. A trial or test committee is under Board supervision, but unless deemed necessary, is expected to work independently, reporting all progress or problems on a regular basis via e-mail or at a Board meeting. The chair of the committee will serve as the liaison to the Board.

ARTICLE X

MEMBER DISCIPLINE

- Section 1** Any Member suspended from privileges of the American Kennel Club shall automatically be suspended from privileges in BOTC for the same period of time.
- Section 2** Any Member may proffer charges against another Member for alleged misconduct prejudicial to the best interest of BOTC or any canine event. Written charges with specifics must be filed with the Secretary with a deposit of \$75, which shall be forfeit should the charges be dismissed by the Board following a hearing.

ARTICLE XI

CORPORATE DISSOLUTION

- Section 1** The Board may vote to dissolve BOTC by a vote of two-thirds of the Members. The Board may dissolve BOTC by delivering Articles of Dissolution to the Secretary of State. The Board, in approving dissolution, shall adopt a plan of dissolution indicating that the assets owned or held by BOTC, after payment of or provision for its debts and liabilities, shall be given or auctioned off and the proceeds of that auction given to, a charitable organization for the benefit of dogs selected by the Board of Directors. Under no circumstance shall any of the property, any proceeds or any other assets be distributed to any members of BOTC.

ARTICLE XII

AMENDMENT OF CONSTITUTION AND BYLAWS

The Constitution and/or Bylaws may be amended by a 2/3 majority vote of the members present at any regular or special meeting at which a quorum exists and in which required notice has been met.

ARTICLE XIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Indemnification Policy: It is the intent of BOTC to provide for indemnification of Directors and Officers to the fullest extent authorized by Vermont law. BOTC shall indemnify its Directors and Officers, and by action of Directors, may indemnify its employees and agents (each an “indemnitee”) against liability incurred by any of them in their capacity as such to the fullest extent permitted by and in accordance with the laws of Vermont as amended from time-to-time, unless the Indemnitee is adjudged by a court of competent jurisdiction to be liable for recklessness, gross negligence, or willful misconduct in the performance of duty to the BOTC.

Payment in Advance: Expenses incurred by the Indemnitee in defending a civil or criminal action, suit, or proceeding may be paid by BOTC in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Indemnitee to repay such amount, unless it is ultimately determined that the Indemnitee is entitled to be indemnified by BOTC as authorized in this Article XIV. Such determination shall be made: (a) by the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or (b) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Non-exclusivity: The indemnification provided by this Article XIV will not be deemed exclusive of any other rights to which an Indemnitee may be entitled under any Bylaw, agreement, vote of the Members or disinterested members of the Board of Directors or otherwise both as to action in the Indemnitee’s official capacity and as to action in another capacity while holding such office, and will continue as to an Indemnitee who has ceased to be a member of the Board of Directors, Officer, employee or agent and will inure to the benefit of the heirs, executors, and administrators of such Indemnitee.

Insurance: BOTC will have the power to purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors or an Officer, employee, or agent of BOTC against liability incurred in any such capacity, or arising out of his or her status as such, whether or not BOTC would have the power to indemnify him or her against such liability under the provisions of this Article XIV.

Savings Clause: If Sections 1 through 4 of this Article XIV or any portion thereof are invalidated on any ground by any court of competent jurisdiction, then BOTC will nevertheless indemnify each member of the Board of Directors, and may, by vote of the Board of Directors, indemnify any Officer, employee or agent of BOTC as to costs, charges and expenses (including attorneys’ fees) judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative, or investigative, including an action, by or in the right of BOTC, to the full extent permitted by any applicable portion of these Bylaws that will not have been invalidated and to the full extent permitted by applicable law. To the full extent permitted by law, BOTC may enter into and perform agreements with persons, including, without limitation, present and former members of the Board of Directors, Officers, employees or agents of BOTC and of companies acquired by or merged with BOTC, obligating BOTC, among other things, to provide indemnification and advancement of costs, charges, and expenses to such persons in addition to any indemnification or advancement which may be available to such person under Sections 1 through 4 of this Article XIV.

Indemnification for Costs, Charges, and Expenses of Successful Party: Notwithstanding the other provisions of this Article XIV, to the extent that an Indemnitee has been successful on the merits or otherwise, including, without limitation, the dismissal of an action without prejudice, in defense of any action, suit, or proceeding referred to above, or in defense of any claim, issue, or matter therein, the Indemnitee will be indemnified against all costs, charges, and expenses (including attorney fees) actually and reasonably incurred by the Indemnitee or on the Indemnitee’s behalf in connection therewith.

ARTICLE XIV
TERMS USED

As used in these Bylaws, feminine or neuter pronouns shall be substituted for those of the masculine form, and the plurals shall be substituted for the singular number in any place where the context may require such substitution or substitutions.

Ratified by the Membership of BOTC and signed by:

Ilene Morgan, President

Date