



BYLAWS OF THE ST. PAUL DOG TRAINING CLUB, INC.

(As amended in the year 2020 by the General membership and filed with the American Kennel Club. These amendments supersede all previous amendments.)

1.0 PURPOSE

The general purpose shall be:

1.1 To foster and provide training to individuals involved in a wide variety of dog activities and sports of all dogs in order to promote greater interest and appreciation of dogs as well-behaved pets and companions.

1.2 To provide facilities and trainers and to conduct classes for teaching owners how to train their dogs properly and in accordance with the standards of the American Kennel Club.

1.3 To sponsor and conduct trials for the purpose of awarding appropriate prizes and ratings as a reward for conscientious and diligent work in the proper training of dogs.

1.4 To promote the ownership of all dogs which are thoroughly trained and to encourage in the general public a feeling that such dogs are an acceptable part of social living.

2.0 OFFICES

The principal office shall be in the County of Ramsey and State of Minnesota. This Club may have offices and places of business at such other places within the State of Minnesota as may be determined by the Board of Directors.

3.0 MEMBERS

Active members are defined as those 15 years or older who pay dues whether or not they are training a dog. Active members are entitled to all the privileges of the Club.

3.1 Annual Meetings. A meeting of the members shall be held during the month of February each year for the election of Board of Directors and the transaction of any other business as may be necessary.

3.2 Special Meetings. Special meetings of the members may be called by the President and must be called by him/her within 30 days after receipt of a written or emailed request from 10% of the active members, stating the purpose thereof.

3.3 Notice of Meetings. Written notice of the annual meeting or of a special meeting stating the time, place and purpose thereof, shall be published on the website (www.spdtdc.com) not less than 5 days prior to the meeting.

3.4 Quorum. At any meeting of the members, 20 of the active members shall constitute a quorum.

3.5 Suspension & Expulsion. When any member is accused of willful violation of rules and regulation of the club, any acts detrimental to its interests and welfare, or is suspended by the American Kennel Club, the Board of Directors shall cause such accusations to be put in writing and shall by written



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notice to such member inform him/her in detail of the charges against him/her and direct him/her to answer said charges at a hearing before the Board of Directors at a designated place and at a time not less than two weeks after the date of such notice. At such hearing, if at least two-thirds of all the Board of Directors are agreed that the charges against said member are substantiated, the Board of Directors may adjudge that said member shall be suspended from all rights and privileges of membership for a designated period.

3.5.1 Any member suspended by the American Kennel Club is automatically suspended from the Club. When reinstated by the American Kennel Club, he/she is reinstated in the St. Paul Dog Training Club.

3.6 Reinstatement. The Board of Directors, after reviewing the suspension, may reinstate a member who has been expelled after the next annual meeting of the members.

3.7 No Refund of Dues. Any member who has been suspended or expelled from the club shall forfeit all dues and training fees and shall not be entitled to any refund thereof.

4.0 VOTING

Each active member of the Club shall be entitled to one vote at the annual or special meetings of members. No members or director entitled to vote may vote by proxy or authorize any other person to represent him on matters considered at any meetings of the members of the Board of Directors.

5.0 FINANCES

5.1 Fiscal Year. The fiscal year of the Club shall begin on January 1st and end on December 31st of each year.

5.2 Payment of Dues. Electronic notice that dues are payable shall be sent to each member by the Club in January of each year. Members who have not paid their dues by February 1st shall lose their membership and may be re-admitted only by payment of the current dues.

5.3 Fees for Training Classes. Fees for training classes shall be set by the Board of Directors. No refunds or allowance shall be granted for failure to attend such classes except at the discretion of the Board of Directors.

5.4 Special Activities. Members may be requested to make voluntary contributions for special activities when approved by the Board of Directors or the general membership.

6.0 BOARD OF DIRECTORS

The Board of Directors shall consist of ~~eleven~~ nine members.

6.1 Board Members. The Board will consist of ~~11~~ 9 members are elected by the general membership and shall hold office for a term of 3-year ~~or 1-year~~ terms or until the election of their successors. They shall have full voting rights on actions taken by the Board. The nine Board Members will be elected for 3-year terms ~~and two Board Member will be elected for 1-year terms.~~



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6.2 Meetings. The Board of Directors shall hold an annual meeting without notice immediately following the annual meeting of the members for the purpose of electing Officers. Other meetings as may be necessary may be called by the President and must be called by him/her within 10 days after receipt of the written or electronic notice of at least three directors for a meeting. Such request shall state the purpose of such a meeting. Other ad-hoc meetings maybe held electronically by a majority of the Board Members. Other issues, of a more urgent nature, may be decided by electronic voting within 24 hours of notification of the Board Members by the President.

6.3 Notice of Meetings. Notice of meetings of the Board of Directors shall be given to each Board Member at least five days prior to the meeting, and in the case of a special meeting such notice shall state the purpose thereof.

6.4 Quorum. A majority of the Board of Directors shall constitute a quorum at all meetings of the Board. The vote of a majority of the Board of Directors present at any meeting shall determine the action of the Board.

6.5 Removal. Any Board Member shall automatically be removed as a Board Member if he/she fails without good reason to attend three successive meetings of the Board of Directors.

6.6 Resignation. Resignation of a Director and/or Board Member shall be made by written notice thereof to the President or Secretary of the Club.

6.7 Vacancies. Vacancies on the Board of Directors shall be filled for the unexpired term by majority vote of the remaining Board Members present at any meeting, subject to confirmation of such appointment by the members at the next annual meeting.

6.8 The Board of Directors shall be authorized to elect by majority vote of the Board Members present at any meeting, a member to replace any Director or Board Member who may resign or be removed from office.

6.9 Salaries. The Board of Directors shall have the power to determine salaries.

7.0 OFFICERS/DIRECTORS

7.1 President. The President shall preside at all meetings of the Board Members and Directors, and he shall be an ex officio member of all committees except the nominating committee. He/She shall sign proper instruments when authorized by the Board of Directors, and in general he/she shall perform all duties as may be prescribed by the Board of Directors.

7.2 Vice-President. The Vice-President shall in the absence or disability of the President exercise the powers and perform the duties of the President. He/She shall have the responsibility for the care and protection of the training properties and equipment of the Club. He/She shall also generally assist the President and exercise such other powers and perform such other duties as may be prescribed by the Board of Directors.

7.3 Treasurer. The Treasurer shall have the custody of all funds and securities of the Club and shall deposit the same in such bank or other depository as shall be designated by the Board of



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Directors; he/she shall receive and give receipts for money due and payable to the Club. He/She shall enter regularly in books of the Club kept by him/her, full and accurate accounts of all money received and paid out by him/her on account of the Club, maintain a current membership list, and shall perform all other duties incident to the office of Treasurer or which may be prescribed by the Board of Directors. In case of the Treasurer's disability or absence, checks may be written by the President.

7.4 Secretary. The Secretary shall keep the minutes of all proceedings of the Board of Directors and of the members; he/she shall attend to the giving and serving of all notices required by the Articles of Incorporation or by these By-laws; and shall perform all other duties incident to the office of Secretary or which may be prescribed by the Board of Directors.

7.5 Director(s) of Training. The Directors of Training programs shall have supervision over all their training activities of the Club. Subject to approval of the Board of Directors, he/she may appoint and remove assistant trainers, delegate to such assistants such duties with respect to training as he/she may deem necessary and proper, and may make rules and regulations for their training classes whenever necessary to carry out the objectives of the Club. He/She shall have a complete inventory of the Club's Equipment. The Director(s) of Training programs are not required to be on the Board of Directors and therefore, will not be entitled to vote on Board issues.

7.6 Term of Office. Officers of the Club shall be elected by the Board of Directors to hold office for a term of one year or until the election of their successors.

7.7 Removal and Vacancies. When any officer ceases to be an active member his/her office shall be declared vacant. An officer may be removed from office by the vote of two-thirds of all members of the Board of Directors. Resignation from office shall be by written notice thereof to the President or Secretary. A vacancy in any office shall be filled by majority vote of the Board Members present at any meeting.

8.0 COMMITTEES

8.1 The Board of Directors may appoint standing committees to advance the work of the club in such matters as dog shows, trials, trophies, annual prizes, membership, and other fields which may be well served by committees. Such committees shall always be subject to the final authority of the Board of Directors. Special Committees may also be appointed by the Board of Directors to aid on particular projects.

8.2 Any committee appointment may be terminated by a majority vote of the Board of Directors upon written notice to the appointee and the Board of Directors may appoint successors to those persons whose services have been terminated.

9.0 ORDER OF BUSINESS

9.1 Procedure at Meeting of the Members. Meetings of the members shall be conducted according to the following order of business.

- 9.1.1 Call to Order
- 9.1.2 Reading of minutes



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- 9.1.3 Treasurers report
- 9.1.4 Committee reports
- 9.1.5 Communications
- 9.1.6 Unfinished business
- 9.1.7 New business
- 9.1.8 For the good of the Club
- 9.1.9 Nomination and election of Board of Directors
- 9.1.10 Adjournment

9.2 Procedure at Meeting of the Directors. Meetings of the Board of Directors shall be conducted according to the following order of business.

- 9.2.1 Call to Order
- 9.2.2 Roll Call
- 9.2.3 Reading and approval of minutes
- 9.2.4 Treasurers report
- 9.2.5 Committee reports
- 9.2.6 Communications
- 9.2.7 Unfinished business
- 9.2.8 New business
- 9.2.9 Election of officers and committee members
- 9.2.10 For the good of the Club
- 9.2.11 Adjournment

9.3 Roberts Rules of Order, Revised, shall be the parliamentary authority of the club, except as otherwise specifically provided by the Articles of Incorporation or these By-Laws.

10.0 AMENDMENTS

10.1 Proposal of Amendments. Any member may propose amendments, additions, or changes to the Bylaws. Such proposed changes shall be submitted in writing to the President or Secretary. The President shall cause a detailed statement of such proposed changes to be prepared and sent to all members not less than 10 days prior to the meeting at which actions on such proposed changes is to be taken.

10.2 Power of Members to Amend. After due notice has been given, the members, by majority vote at any annual meeting or at a special meeting called for the purpose, may make, alter, amend or repeal the By-Laws. Twenty members or more must be present.

10.3 Power of Board of Directors to Amend. After due notice has been given, the Board of Directors may make, alter amend, or repeal the Bylaws by the vote of two-thirds of the Board Members present at any regular or special meeting; provided, however, that no change in the Bylaws by the Board of Directors shall become effective until after the expiration of sixty days. All members of the Club shall be notified promptly of such action, and if within said 60-day period a majority of the members present at any meeting vote to disapprove the action of the Board, then the change shall be void.

