

**CONSTITUTION AND BY-LAWS
OF THE
COLLIE CLUB OF AUSTIN
(REVISED SEPTEMBER 8, 2012)**

CONSTITUTION

ARTICLE I -- Name and Objectives

SECTION 1. The name of the club shall be the Collie Club of Austin, hereafter referred to as the Club..

SECTION 2. The objectives of the Club shall be:

- (a) to encourage and promote the breeding of purebred Collies and to do all possible to bring their best and natural qualities to perfection;
- (b) to urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence which the Collie shall be judged;
- (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at AKC Collie Specialty Shows, AKC All-Breed Shows, AKC Obedience Trials, AKC Agility Trials, and AKC Herding Trials, and AKC approved matches and education events;
- (d) to conduct sanctioned and licensed specialty shows, obedience and agility trials and any other American Kennel Club performance events for which the Club is eligible for under the rules of the American Kennel Club, and to do all things necessary to promote and improve the breed;
- (e) The period of its duration is perpetual.

SECTION 3. The Club shall not be conducted or operated for profit. No part of the financial receipts, treasury, property, or other assets of Collie Club of Austin shall inure directly or indirectly to the benefit of, or be distributable to, any of its officers, directors or any other member or private individual or entity, except the Board shall be authorized and empowered to pay reasonable compensation for services rendered and products purchased or reimbursement for bona fide and properly documented expenses as allowed by law.

No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Club shall not carry on any other activities not permitted to be carried on (a) by a non-profit organization exempt from federal income tax under section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a non-profit organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, this Club shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Club.

SECTION 4. 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.

B Y L A W S

ARTICLE II -- Membership

SECTION 1. Eligibility for Membership. The Collie Club of Austin welcomes applications for membership from any person 9 years of age and older, who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in Travis County and surrounding area. There shall be five (5) types of memberships.

- 1. Regular - Individual member who enjoys all club privileges including the right to vote and hold office,
- 2. Household - Two adult members residing in the same household, each eligible to one vote and to hold office,
- 3. Associate - Individual member who pays regular dues and retains all club privileges except the right to vote or hold office.
- 3. Junior - Open to youth 9 to 18 years of age; a non-voting/non-office-holding membership at half the regular membership due cost. which may automatically revert to regular membership at age 18 upon payment of dues at that time, and
- 4. Honorary - An individual who has made significant contributions to the Sport, Breed or the Club; honorary members pay no dues and are not eligible to vote, but can maintain regular (or household) membership if they pay dues.

The Club prohibits discrimination in membership and activities on the basis of race, national origin, color, creed, religion, sex, age, disability, veteran status, sexual orientation, gender identity, or associational preference.

SECTION 2. Dues. Initial membership dues shall not exceed \$20.00 per year for Regular and Associate membership or \$25.00 per year for Household membership, or \$10.00 per year for Youth membership. An increase in dues may become necessary and will require a 2/3 vote of approval by members of record. Dues are payable on or before the 1st day of June of each year. No member may vote whose dues are not paid for the current year. During the month of April the Treasurer shall send to each member a statement of dues for the ensuing year.

SECTION 3. Election to Membership.

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

All applications are to be filed with the Secretary 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 voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant. Applicants are encouraged, but not required, to be present at the two meetings where the application is to be read and voted on. However, upon affirmative vote for membership, all applicants shall be considered as “non-voting Associate Members” until which time they have attended two (2) regular club meetings and/or helped in working for any official club-related event, after which time the member will be recognized as a Regular Voting Member of the Collie Club of Austin.

Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

SECTION 4. Termination or Status Change of Membership.

1. Change in Membership Status:

Regular meeting attendance, input and involvement of all club members is required for a club to be productive and function effectively in all proceedings. In order for a member to be thoroughly acquainted with club affairs so that they will be able to make fully informed decisions when voting on issues, they must have been involved in the actual business of the meetings and club activities.

- (a) A regular club member or household member who is absent from more than nine regular meetings of the Collie Club of Austin will automatically have their designated membership status changed to “Associate Member.” The member can once again be classified as a “Regular” member once they have attended three consecutive regular meetings.
- (b) An officer of the club or board member will be removed from their position and replaced for the remainder of the fiscal year upon that officer/board member having been absent from five or more consecutive regular Board of Directors’ meetings. No member may remain an officer or board member who has missed more than six total Board of Directors’ meetings during the fiscal year.

Previous members may reapply to the Club at any point if desired.

ARTICLE II -- Meetings and Voting

SECTION 1. Club Meetings. Regular meetings of the Club shall be held a minimum of 6 times during a fiscal year, one time per quarter (every 4 months) and two other times as the club members choose; meetings may be held every month if approved by a majority vote of the membership present. Meetings shall be held in Austin or in the greater Austin, Texas area at such hour and place as may be designated by the general membership and approved by the Board of Directors during the general membership meeting. Notice of each meeting shall be provided by the Secretary to all club members at least 5 days prior to the date of the meeting by way of the US mail system and/or any common electronic means. The quorum for such meetings shall be 20% of the voting 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 members of the club who are in good standing. Date, time, and location of each such meeting shall be determined based upon the same rules as stated for Regularly Scheduled club meetings (Article II, Sec. 1), and may be designated by the person or persons authorized herein to call such meetings. Notice of such a meeting shall be provided by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting, to include mail, email, scan or facsimile, and said notice shall state the purpose of the meeting, and no other club business may be transacted thereat.

The quorum for such a meeting shall be 20% of the voting members in good standing.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held in Austin or within the greater Austin, Texas area monthly. Alternative meeting sites may be chosen through majority vote of the board of directors. The Board of Directors is responsible for calling Club and Board meetings. Notice of each such meeting shall be provided by the Secretary to all club members at least 10 5 days prior to the date of the meeting by way of the US mail system and/or any common electronic means. In cases of necessity, members of the Board may participate in the meeting and vote by electronic means (Article II, Sec. 5, 2.04, 2). 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 members of the board. Such special meetings shall be held in Austin or within the greater Austin, Texas area at such place, date and hour as may be designated by the person authorized herein to call such meeting. In the event of a special Board meeting, the requirement for notice contained in Section 3 above may be waived, but the President or the person authorized to call such meeting and Board members may be notified by telephone or other appropriate means. Notice of such meeting shall be provided by the Secretary to all board members at least 5 days prior to the date of the meeting by way of the US mail system and/or any common electronic means. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. Board of Directors may participate in any Board or Committee meeting via teleconference as outlined in Article II, Sec. 5, 2.04, 2. A quorum for such a meeting shall be a majority of the Board.

SECTION 5. Voting. Each regular member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club in which they are entitled to vote and at which he or she is present. The two members of a Household Membership shall be entitled to one vote each. Absentee or proxy voting will not be permitted at any board or general meeting or election. Voting may be conducted during board or committee meetings via teleconference by means of which all persons participating in such meeting can be heard by each other at the same time so the question can be properly debated.

SECTION 6. Electronic Communication The club may use electronic communication in the following manner:

- a) **Email communication.** The secretary may send notifications of club and board meetings, dues notices, minutes and newsletters via email to all members who have signed the Collie Club of Austin Email Authorization and Release of Liability Form agreeing to the use of this method of communication. Notification of board meetings may be sent via email to those board and committee members who have signed that same authorization.
- b) **Teleconference meetings.** Any or all Board or committee members may participate in any Board or committee meeting by conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other, provided that every member of the board or committee has agreed to use this method of communication. Such participation in a meeting shall constitute presence in person at the meeting.
 - 1) Only board or committee members can use teleconferencing. General meetings cannot be held via electronic means.
 - 2) Every member of the meeting group must have access to a phone or other electronic means to communicate audibly during the designated time of the meeting. It is the responsibility of the person conducting the meeting to make this determination.
 - 3) Each board member's identity shall be confirmed by voice recognition by two other board members on the call; and committee members' identities will be validated by voice recognition by one other committee member.
 - 4) At the beginning of each debatable issue, each member may announce his/her attendance at the request of the person conducting the meeting to ascertain continued attendance by each member.
 - 5) The same rules of parliamentary procedure apply to teleconferences as to face-to-face meetings, i.e., participants must be recognized by the President or Chair before speaking. A request to be recognized can be accomplished by a member announcing their name and requesting the floor.
 - 6) Voting is accomplished by a roll call vote by the Secretary. Since all members can participate in the prior debate and hear the vote of each other member, this procedure is not the same as polling members via individual phone calls, which is an invalid method of voting.
 - 7) Every board member and committee member must sign an Electronic Communications Authorization and Release of Liability form before the board or committee can meet via teleconference.
- c) **Facsimile (FAX) communications.** Except as otherwise provided by law or these Bylaws, any bona fide signature or written document transmitted by mail, scan, or facsimile shall be deemed as acceptable as an original signature or document.

ARTICLE III – Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the officers and three other persons all of whom shall be members in good standing and all of whom shall be elected for one-year 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.

SECTION 2. Elective 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, its meetings and the Board and its meetings. Officers shall each be elected to serve for a one-year term or until his/her successor is elected. No one person shall hold more than one officer or director position at a time with exception of Secretary/Treasurer; but an officer or director may hold a Committee Chair or Special Appointment position. No one person may serve in the same office more than three (3) consecutive terms without vacating that office for at least one term.

(a) **President.** The President shall preside at all meetings of the club and of the board, and shall have the duties and powers normally applicable to the office of President in addition to those particularly specified in these bylaws.

(b) **Vice President.** The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

(c) **Secretary.** 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; have charge of the correspondence; notify members of meetings; notify new members of their election to membership; provide new members with copies of club constitution, bylaws and telecommunications release form; notify officers and directors of their election to office, keep a roll of the members of the club with their addresses, and carry out such other duties as are prescribed in these bylaws.

(d) **Treasurer.** The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the board, in the name of the club. The books shall at all times be open to inspection by the board and copies of a written financial report detailing monthly income, debits, and balance, including every item of receipt or payment not before reported, shall be provided to all club members during the annual meeting, the Treasurer shall render an account of all monies received and expended during the previous fiscal year. Prior to the annual meeting, the Treasurer shall prepare in full the past year's financial records to submit for Audit. All Audit records are to be completed prior to the end of May each year. If unable to complete the Audit preparations in a timely fashion, a written explanation of such is required to be submitted to the board of directors by the May club meeting and documented in the meeting minutes, along with a "projected date for completion."

The Treasurer shall make recommendations to the board concerning investment of club funds and make investments as approved by the board. The Treasurer shall prepare or arrange for the preparation of the club's required reporting of state and federal tax deposits and returns on an appropriate quarterly or annual basis. The Treasurer is responsible for filing the proper paperwork in order to obtain and maintain a "Non-Profit 501c3 Status" for the Collie Club of Austin. The Treasurer shall close out the books on May 31st, and turn them over to the Auditor for audit on or before June 5th of that same year.

The Treasurer shall be bonded in such amount as the Board of Directors shall determine. All checks over \$50.00 written on the club's bank account must require two signatures, the Treasurer's, plus another board member chosen by the Board of Directors. All purchases with club funds must be approved by the board prior to expenditure. The Treasurer must maintain copies of all receipts/invoices/or other legal documentation of all purchases with club funds. No person may be reimbursed from the club account for personal monies spent without having received prior board approval, as well as, presenting legitimate "proof of purchase."

(e) **The offices of Secretary and Treasurer combined.** In the event there are insufficient numbers of qualified persons in the club who are willing and/or able to serve in every officer position, the offices of Secretary and Treasurer may be held by the same person, in which case the board shall be comprised of three officers, plus four members at large.

(f) **Director of Shows (Show Chairperson).** The Director of Shows shall be responsible for all licensed show trials and matches. These duties include: (1) correspondence with judges, (2) all arrangements for trial and match sites, (3) coordinating efforts with the committee chairpersons as appointed by the Show Committee, i.e. trophy chairperson, publicity chairperson, grounds, publicity, advertising, and hospitality chairpersons and (4) coordinating all activities with the Show Secretary.

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 all the then 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 President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the remaining board members.

SECTION 4. Conflict of Interest. The Club's board of directors and officers should act solely in the best interests of the Club without regard for personal interests, and should disclose, in writing, within 30 days, any known financial interest they, or a member of their family, has in any business entity that transacts business with the Club. The membership should be informed of the conflict of interest and any expenditure of funds that exceed the smaller of 20% in total assets of the Club or \$250.00 dollars should be voted upon by the membership at large.

ARTICLE IV -- The Club Year, Annual Meeting, Elections

SECTION 1. Club Year. The Club's fiscal year shall begin on the 1st day of June and end on the last day of May. 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.

SECTION 2. Annual Meeting. The Annual Meeting shall be held in the month of June. The new Officers and Directors shall take office immediately upon the adjournment of the meeting, and each retiring officer shall turn over to his successor in office all properties and records relating to that office immediately at that meeting.

SECTION 3. Nominations. No person may be a candidate in a club election who has not been nominated. Nominations may be submitted in writing (US Postal Mail, facsimile, or email) to the Secretary during the 30 days prior to the scheduled annual meeting. (Person nominating is not required to attend the annual meeting.) Nominations may also be made directly from the floor during the annual meeting. No person may be nominated for the position of President unless the person has been a member of the Club for a period of not less than one (1) year. "Reinstated" members are eligible for election.

- (a) Nominations will be taken from the floor during the Annual Meeting held in the month of June as provided by Robert's Rules of Order, Article XI section 66.
 - 1) As soon as the president opens nominations from the floor, any member can bring forth a nomination.
 - 2) A member does not have to get recognition; a member can call out a name while still seated.
 - 3) A person can nominate himself or herself.
 - 4) A nomination does not need a second.
 - 5) A member can be nominated for more than one office.
 - 6) A member can't nominate more than one person for an office until everyone has had the opportunity to make nominations.
 - 7) Nominees do not have to leave the room during the nominations, when the vote is taken, or when the vote is counted.
 - 8) The presiding officer can continue presiding, even if he or she is one of the nominees for the office.
 - 9) A member can rise and decline the nomination during the nominating process.
 - 10) After each nomination, the president repeats the name and office to the assembly.
- (b) The president closes nominations when no further nominations come forward by unanimous consent.
- (c) If at any time during the nominating process a member realizes that he or she will be unable to serve if elected; the member should stand and request that his or her name be removed from nomination.
- (d) To reopen the nominations, a member can make the motion when no one has the floor. Because members' rights are not infringed upon by reopening the nominations, this motion requires only a majority vote, and a voice vote is taken.
- (e) After the nominating process is finished, the members must vote on the proposed candidates.

SECTION 4. Elections. Elections for officers for the ensuing year shall be held at the Annual Meeting in June. They shall be elected by secret, written ballot from among those nominated in accordance with Section 3 of this Article. The nominated candidates receiving the greatest number of votes for each office shall be declared elected. The three nominated candidates for other positions on the board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 2. The Auditor shall cause all records of finances and Collie Club of Austin assets to be audited yearly. Such annual audit shall be for each fiscal year, which shall run from June 1 through May 31 of each year. The Auditor shall perform the audit during the month of June and include the results of such in an annual financial report to the Board for its approval on or before the Board's July meeting, and it shall also provide copies to the membership at the first general meeting following completion of the audit.

ARTICLE V – Committees

SECTION 1. The board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, agility trials, herding trials, 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 board. Special committees may also be appointed by the board to aid it on particular projects. Unless otherwise stated in these Bylaws or determined by majority vote of membership, the President shall preside as Chair of all committees.

- (a) **Show Committee.** The Show Chairperson will be the head of the Show Committee. The committee is responsible for planning, organizing, and conducting the Club's conformation, performance and/or obedience specialty shows and sanctioned matches.
 - i. Show Chair must provide a show report regarding the planning, organizing, progress and conducting of the club's licensed shows and obedience trials at each scheduled general meeting of the membership.
 - ii. Show report should include all known/projected costs/expenditures, information regarding Judge selection, ribbons, trophies, show site, classes offered, entry fees and contracts for discussion and approval by membership.

iii. Club Treasurer must prepare and provide final balance/budget statement to be presented by the President at the next scheduled general meeting of the membership following completion of trial/show including number of final entries.

- (b) **Fundraising Committee.** Committee should propose and plan for fundraising activities when possible before, during and after shows/trials, giving a full event report along with financial report.
- (c) **Program Committee.** The Vice President shall be the Chairperson of the Program Committee. If the Vice President is unable or unwilling to perform this duty, the Board of Directors may select another person to be Chairperson.
- (d) **Special Events/Hospitality Committee.** The Board of Directors shall appoint a Chairperson of the Special Events/Hospitality Committee.
- (e) **Publicity Committee.** The Board of Directors shall appoint a club member to be the Chairperson of the Publicity Committee.
- (f) **Membership Review Committee.** Membership Review Committee shall be voted on by the general membership's voting members in good standing.

SECTION 2. Any committee appointment may be terminated by a majority vote of the board upon written notice 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 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 another member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$25.00, 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 that 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 of a hearing by the Board not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he 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 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 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 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 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 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 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 his own behalf if he wishes. The members shall then vote by secret written 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 VII -- 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 percent of the 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 months of the date when the petition was received by the Secretary.

SECTION 2. The constitution and bylaws may be amended by a 2/3 vote of the 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 by the Secretary, by way of the US mail system and/or any common electronic means, to each member at least two weeks prior to the date of the meeting.

ARTICLE VIII – Audit

SECTION 1. A private practice or organizational Auditor shall be nominated by the board and approved by a vote of the membership on or before the November meeting. The Auditor may not be a board member, involved in preparing or signing of checks, or related in any way to members who are involved in preparing or signing of checks. If at all possible, an “Outside Auditor” should be retained by the club for purposes of auditing the club’s finances.

SECTION 2. The Auditor shall cause all records of finances and Collie Club of Austin assets to be audited yearly. Such annual audit shall be for each fiscal year, which shall run from June 1st through May 31st of each year. The Auditor shall perform the audit during the month of June and include the results of such in an annual financial report to the Board for its approval on or before the Board’s July meeting, and it shall also provide copies to the membership at the first general meeting following completion of the audit.

SECTION 3. The Auditor shall review the details of all cash receipts and disbursements to ensure that proper invoices or other documentation adequately support all payments. The audit shall verify that bank reconciliations are performed accurately and that all local, state and federal fees and taxes are current. It shall confirm that the status of Collie Club of Austin as a Texas not-for-profit corporation is maintained and that the treasurer is bonded or insured.

ARTICLE IX -- Dissolution

SECTION 1. Dissolution. The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club other than for 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 Board of Directors.

ARTICLE X -- Order of Business

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

- Program
- Call To Order
- Roll Call
- Reading Minutes of last meeting or approved as printed in the Club’s newsletter
- Report of President
- Report of Secretary and Reading of Correspondence
- Report of Treasurer
- Report of AKC Legislative Liaison
- Reports of Other Officers
- Reports of Committees
- Election of Officers and Board (at June meeting)
- Election of new members
- Unfinished Business
- New Business
- Brags (Optional)
- Adjournment

SECTION 2. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall as follows:

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment

ARTICLE XI – Parliamentary Rules of Authority

SECTION 1. *Order of Authority.* The rules governing a club, beginning with the highest authority, are: Laws of the State of Texas, Constitution and Bylaws, Parliamentary Authority, and Policies & Procedures.

SECTION 2. *Parliamentary Authority.* The parliamentary procedure rules contained in the 10th 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.

SECTION 3. In the event that any provision in these Bylaws is found to be in conflict with any state or federal law or any of the rules and regulations of the AKC, that provision shall be struck or revised to conform, and all other provisions of this document will remain in full force and effect.

ARTICLE XII – Club Records And Reports

SECTION 1. *Inspection by Club Members and Public.*

The Club defines a normal business day as a day in which the Club is having a normal membership meeting. As required by the United States Internal Revenue services, the following will be open to public inspection during normal business days of the Club. A copy of the Club’s approved application and supporting documents, along with any document or letter issued by the Internal Revenue Service., copies of Forms 990, or Forms 990-EZ, for any of its three most recent taxable years. Such inspection may be made in person or by an agent (accounting, or attorney), and the right of inspection includes the right to copy and make extracts. Request made in writing will be provided within 30 days and sent by regular mail with the United States Postal Service. The Club will charge an initial copy fee of \$8.00 a page for request for copies and the board of directors may raise or reduce fees to cover any increase in cost. Inspection does not mean right to remove books and records.

Club membership also shall have the right to inspect the original or copy of these Bylaws, as amended to date and kept by the Club Secretary in a safe location at all reasonable times for any proper purpose.

SECTION 2. *Inspection By Director*

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Club, domestic or foreign, of which such person is a trustee. Such inspection by a director may be made in person or by agent (accountant or attorney), and the right of inspection includes the right to copy and make extracts.

SECTION 3. *Right To Inspect Written Records*

If any record subject to inspection pursuant to this chapter is not maintained in written form, a request for inspection is not complied with unless and until the Club at its expense makes such record available in written form.

SECTION 4. *Annual Financial Statements*

Upon the written request of any Club member of record of the Club, the Club shall mail to such member an annual statement for its last fiscal year showing in reasonable detail its assets and liabilities and the results of its operations and the most recent interim statements, if any, which have been filed in a public record or otherwise published. The Club shall be allowed a reasonable time to prepare such annual statements. Beware, that annual statements are not required to be filed if the Club does not have assets or contributions of more than \$25,000 per annual.

SECTION 5. *Contracts, Etc.*

The board of directors, except as otherwise provided in the Bylaws, may not authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the corporation. The board of directors may authorize the establishment of bank accounts for the Club.