

Constitution and Bylaws - Tips and Best Practices for Effective Club Bylaws

The AKC sample bylaws were created to assist clubs in formulating effective Constitution and Bylaws. A clear and understandable document is needed to assist clubs in conducting club business. These AKC sample bylaws were prepared and reviewed by those who have assisted clubs, held club offices, and who have seen the issues affecting clubs. These tips and best practices supplement the sample AKC bylaws.

Clubs are able to amend their Constitution and Bylaws at any time which is feasible to the club to assist in meeting the club's objectives. Of course, the first thing a club needs to do is look to their bylaws and determine how they can be amended. There is typically no specific timeframe or number of years a club must wait to make additional bylaw amendments. Usually, a bylaw amendment is proposed by the Board of Directors and then voted on by the membership. It is recommended that the revisions be reviewed by an attorney licensed in the state where the club is incorporated to be sure the revisions do not conflict with state law. The club's bylaws should address the procedure for amending the bylaws as well as the voting requirements. Once the bylaws are amended and the vote of the members completed, a copy of the revised bylaws should be submitted to AKC's Club Relations Department for the club's file, along with the date of the vote, the percentage of the membership that voted and the outcome. An Affirmation of Bylaw Review Form should also be completed either by a club officer or the club's attorney affirming that to the club officer's best knowledge, the club's Constitution and Bylaws complies with the state law in which the club is incorporated. The AKC cannot give legal advice, and each organization, is responsible for complying with federal, state and local law. This AKC requirement is to protect the club from potentially adopting bylaw amendments which may violate state law.

Constitution

This portion of the document indicates the club's approved name, purpose and mission of the club. Club names are approved by AKC which should identify where the majority of the club's membership resides. Club names should identify the AKC designated territory served by the club (local clubs) as well as the type of club.

AKC clubs are often approved to hold more than one type of event, and the types of events the club is interested in holding should include the catchall phrase *"...and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club"* in order to cover the club's eligibility to hold additional events in the future without requiring a bylaw amendment.

AKC Clubs are independent, non-profit entities. A specific section acknowledging the not for profit statement must always be included in the Constitution. This is noted in the sample document in Section 3. Please note the following IRS Not-For-Profit Compliance Statement: *"No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws."*

Clubs should also organize as a non-profit entity in compliance with the law of the state of organization as well as federal law. Federal, State and Local Law should be reviewed with respect to this section. The following State Law Compliance Statement is also recommended to be included in the club's Constitution: *"These Bylaw are subject to and governed by the State of _____ Not-For-Profit Corporation Laws and the Articles of Incorporation of the _____. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the _____ State Not-For-Profit Corporation Laws, the _____ State Not-For-Profit Corporation Act will be controlling."*

Bylaws

Article I – Membership

This article should detail the number of membership types that can be offered. If the club chooses to have different membership types, the AKC can be consulted regarding the requirements and privileges of various membership types. The definitions should include the requirements and privileges for each type of membership. AKC provides sample membership definitions which the club may choose. Each club can choose the types of membership it wants to offer AKC provides membership definitions that include age limitations, voting rights and office holding privileges for each type of membership that may be offered so that new membership applicants are aware of their privileges according to the type of membership applied for under the bylaws.

(A member requesting a change of membership classification in order to include either voting or office holding privileges must first complete the application process for that of a Regular Member).

Loss of Voting Privileges. (effective 1/2012) The unexcused absence of a voting member from three (3) consecutive meetings or failure to volunteer and work at one annual club event, unless excused by the board of directors, shall operate as the accepted change of that membership from voting to non-voting status. All written requests for excusal with confirmed delivery receipts will be considered by the club's board of directors. The difference in dues will be forfeited.

The uppermost limit for dues for each type may be included so that members are aware of the maximum dues amount as well as the dues payable date. The dues payable period including lapse period should either precede or follow the club's annual meeting month when annual elections are held so there is clear separation from the nomination/election period, and a member's voting status is not questioned based on dues paid. Setting the dues payable period after the annual meeting is also recommended so that members may choose whether to continue with their membership based on the newly elected officers. Election of membership should be by a 2/3 secret vote of a club's membership. A club need only reveal that a club member did not receive the required number of votes if an affirmative vote is not achieved. AKC's *Loss of Voting Privileges* Policy may also be included in this Article. Club members accepted into club membership must be given a copy of the club's current bylaws.

In no case while dues are unpaid may a member vote on club business. The bylaws should be clear on this point. A lapse period selection of either 30, 60 or 90 days should be included as well as the number of additional days grace offered by the Board of Directors in meritorious cases.

Article II – Meetings

Provisions must be included detailing Club and Special Club meetings, as well as Board and Special Board meetings. To encourage good sportsmanship within the membership, and conduct business a minimum of six club and board meetings should be held each year- one meeting in each calendar quarter. This should allow the club to handle its business in a timely fashion. Quorum should be set at 20% of the dues paid voting members in good standing for Club and Special Club meetings subject to state law requirements. While greater participation may be desired, we think that a minimum of 2 out of every ten members present to vote on club matters is prudent. Meeting notices and other club information can be sent via email provided it is permitted and not prohibited by the state. Clubs should offer an “opt-out” form for those members who wish to receive club information via regular USPS mail. AKC’s Email Policy may also be included in this section.

A provision for emergency meetings based on federal, state or local law may be included in the bylaws.

Article III – Offices and Directors

Club boards should be comprised of at least 4 officers – President, Vice President, Secretary and Treasurer, and at least one additional Board member as a Director. The composition of the board should be based on the size of the club and the number of available and qualified members to fill the positions. Note that the composition for the board should be an odd number for balance in achieving majority vote of the Board. Past Presidents may also be noted as part of the board but in an advisory capacity without a vote.

The Secretary is required by law to retain all club records, which must be turned over to the successor in office. Club records may not be destroyed unless pursuant to the club’s retention policy. The Secretary and Treasurer positions may be combined and served by the same individual.

It is the obligation of the Board to determine the appropriate level of insurance coverage that is needed to protect the club and its assets. As a protection to the club’s finances, the club should be insured in an amount and through a type of policy as the Board shall determine as will cover the actions of the Treasurer.

Please see the following link to club insurance information: <https://images.akc.org/pdf/ACINS1.pdf>.

Article IV – Club Year, Annual Meeting and Election

This article sets the annual meeting month and fiscal year of the club, as well as the schedule for the club’s election.

To avoid any questions related to payment of dues and the ability to vote in the annual election, it is suggested that clubs align the start of the fiscal year with the dues payable date and set it at least one month after the club’s annual meeting month so that a clear list of the voting members is identifiable and not overlapping with the election cycle.

The Annual meeting month should always be indicated to provide a specific time frame for club business and officer/board terms.

Elections for the board should be concluded at the annual meeting where the election is held and/or the outcome is announced. The entire nomination/election period should not take more than 4 months to complete. The month of the Board's selection of the nominating committee; the date set for the nominating committee's meeting; followed by the nominating committee's report sent to the Secretary, who is responsible for sending the slate to each voting club member at least 2 weeks prior to Club meeting at which additional nominations may be made are the components of the entire process. The club may also impose minimum requirements for nominees to be nominated for election such as club meeting participation or length of time as a club member. Nominations may not be made at the annual meeting but may be filled by the Board of Directors at its next meeting in accordance with the Vacancy provision in the bylaws.

Article V – Committees

Committees are usually appointed by the board to assist it in managing the club's affairs and special projects. Clubs should consider whether all members or just voting members qualify as eligible committee members. It is strongly suggested that only voting members serve on committees.

Article VI - Discipline

It should be noted that Club disciplinary hearings are not judicial hearings, but rather internal administrative hearings used to address inappropriate club member behavior in the club. Disciplinary hearings may be held in any manner not prohibited by state law or the club's bylaws. Reprimand, suspension and expulsion are forms of discipline which would only affect a club member's privileges in terms of their club membership participation, not as to AKC privileges. Clubs may want to review Article XI of AKC's *Dealing With Misconduct* Booklet as a guide for the method of conducting a fair hearing. Even though the *Dealing with Misconduct* booklet is for Event Committee hearing held during an event the procedures provide a fair disciplinary process by which clubs can utilize for disciplinary hearings held pursuant to their bylaws. Page 7 speaks to recusal. <http://images.akc.org/pdf/rulebooks/RDMSC4.pdf>. A club's legal obligation is to provide notice of the conduct that is prejudicial to the club and an opportunity for the accused to be heard on those charges.

The first section should indicate "any of" the privileges of The American Kennel Club, since members who are suspended from AKC are also suspended from clubs they enjoy membership in for a like period, and the club member's suspension should begin at the club's discretion. However, suspension from the club does not result in a suspension from the AKC. American Kennel Club suspensions are published in issues of the AKC Gazette.

A written reprimand directed exclusively to the member may be somewhat detailed but if published, a reprimand should only indicate that subsequent to a board hearing "...member (X) was officially reprimanded as a result of charges filed by member (Y)."

Club suspensions are temporary in nature and the members' privileges are automatically restored once the suspension period ends and any fine paid. This is also the case if a club officer or Board member's club membership privileges are suspended. Once the term of suspension ends, the officer or Board member resumes their role in official capacity.

The club's Board or a designated Board Hearing committee is the only body which has charge over handling internal disciplinary issues which cannot be charged/assigned to any other members or committees of the club. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion.

Article VII - Amendments

It is strongly advised that clubs adopt the sample of this article verbatim. Proper and accurate records should be kept of when amendments are adopted by the membership so that the club is governed by the appropriate documents. Revised bylaw documents must be made available to club members once the document is adjusted to contain amendments to avoid confusion as to which document is in effect.

Article VIII – Dissolution

The minimum number of members to dissolve the club must be at least 2/3 of the members in good standing, and in accordance with state law. AKC clubs are volunteer organizations, and the remainder of club funds must be donated to other dog organizations and not be distributed to club members. It is strongly advised that clubs adopt this Article of the sample verbatim.

Dissolution must be conducted in accordance with the laws of the state of incorporation (“State Law”).

Article IX – Parliamentary Authority

Please be advised that parliamentary authority is strongly advised for reference when the bylaws do not contain applicable provisions in certain situations in which cases, if not in conflict with the bylaws *Roberts Rules of Order New Revised* should be utilized.

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