

Changes to DFAO Bylaws

May 8, 2024

The Bylaws Committee met on March 28 to discuss how to proceed and made some preliminary decisions. Then communicated via email on other decisions. This document details the decisions and specifies the changes from the current Bylaws which were last updated in 1990, 34 years ago.

There is a precedence that we must adhere to:

1. Oregon State Law
2. DFAO Articles of Incorporation (1941, revised 1952)
3. DFAO Constitution and Bylaws
4. Roberts Rules of Order, revised
5. DFAO Policies

This document is lengthy in order to provide an explanation for the committee's decisions. The gist of each point is in bold for those who want a quick read.

The Committee:

	Change	1990 Bylaws	Draft 2024
1.	Decided to use the AKC Sample Constitution and Bylaws as the basis for the DFAO revised Constitution and Bylaws. AKC has developed a sample for all-breed clubs. Dog folks are used to this format and it will be familiar to any member who belongs to any other AKC dog club including parent clubs and specialty clubs. It has already been vetted many times by other clubs. We will need to assure it is in compliance with Oregon State law and we will use an attorney to review a draft before voting by the club.		
2.	Added a Constitution. This is similar wording to the DFAO Articles of Incorporation and the beginning of the 1990 Bylaws (ARTICLE I), but will be easier to change if needed and is a part of the AKC sample Constitution and Bylaws. It contains the objectives of the club and that that we are a not-for-profit club.		Constitution Page 1
3.	Added a membership classification of Junior Member. It also specifies Life Member which is not in the current bylaws. This results in 3 membership types: Regular, Junior, Life. The committee chose not to add a Household membership since we've never had one.	No reference	ARTICLE I, Section 1
4.	Removed all gender-specific references. The 1990 Bylaws had many references to the officers by a "he".	Multiple references	

Changes to DFAO Bylaws

May 8, 2024

	Change	1990 Bylaws	Draft 2024
5.	Set a maximum of dues to be set at \$50. This is in AKC's sample and allows the club to set any dues amount by policy which is easier to update. Currently our Bylaws set the actual dues at \$7.50, so we are currently not in compliance with our own bylaws in this area.	ARTICLE VII, Section 2	ARTICLE I, Section 2
6.	Revised the membership application process using the AKC sample Constitution and Bylaws. The Secretary receives the application, it is read at the following general meeting and voted on by secret ballot at the following meeting. This replaces the current process where a Membership Committee vets the application submitted by a member and then person is invited to join.	ARTICLE VIII, Section 1	ARTICLE I, Section 3
7.	Removed requirement for certified letter being mailed to member whose dues haven't been paid. The 1990 Bylaws says: "Any member whose dues shall remain unpaid for three months after the annual meeting and election of officers in November, and sixty days after he has received a notice from the Secretary by Certified Mail shall cease to be a member...". With electronic communications, this seemed excessive.	ARTICLE VIII, Section 3	ARTICLE I, Section 4(b)
8.	Changed the notification timelines for scheduled meetings. The 1990 Bylaws set 3 days for notification of all meetings. The new timelines are 7 days for regular meetings and 3 days for special (possibly emergency) meetings. This applies to both Regular and Board meetings.	ARTICLES V & VI	ARTICLE II
9.	Left open the ability of the President to vote. The 1990 Bylaws says "At meetings of the members of this corporation, he may vote on the application or expulsion of a member, but on all other matters, he shall vote only in case of a tie and then give the deciding vote." The AKC Sample Constitution and Bylaws doesn't mention this. Robert's Rules says "If the president is a member of the voting body, he or she has exactly the same rights and privileges as all other members have, including the right to make motions, to speak in debate, and to vote on all questions. However, the impartiality required of the presiding officer of any other type of assembly (especially a large one) precludes exercising the rights to make motions or speak in debate while presiding, and also requires refraining from voting except (i) when the vote is by ballot, or (ii) whenever his or her vote will affect the result." The President can then make their own decision whether they choose to vote or not.	ARTICLE IV, Section 1	ARTICLE III, Section 2(a)
10.	Removed the requirement that the Secretary have a copy of the Articles of Incorporation, Bylaws, and Robert's Rules of Order at every meeting. These documents are all available online for reference if needed.	ARTICLE IV, Section 3	ARTICLE III, Section 2(c)

Changes to DFAO Bylaws

May 8, 2024

	Change	1990 Bylaws	Draft 2024
11.	Added AKC Sample Constitution and Bylaws wording to Treasurer’s responsibilities. “The books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the club’s finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The club shall be insured in such amount and through a type of policy as the Board shall determine which will cover the actions of the Treasurer.”	ARTICLE IV, Section 4	ARTICLE III, Section 2(d)
12.	Changed the number of required Board meetings to 4 per year. The 1990 Bylaws specifies only one Board meeting per year, immediately following the Annual Meeting.	ARTICLE V	ARTICLE II, Section 3
13.	Removed the Oath of Office requirement after the election. The 1990 Bylaws says “Before entering upon the discharge of his duties, each member of the Board of Governors shall take and subscribe an oath to discharge honestly and faithfully his duties as a member of the Board of Governors.” This process is not included in the AKC sample Constitution and Bylaws and the committee didn’t feel it was necessary.	ARTICLE II	No reference
14.	The AKC Delegate will remain an appointed position. (Some clubs have them as an elected official.) This is not specifically addressed in the current Bylaws and was taken to the Board for their advice.	No reference	ARTICLE III, Section 6(e)
15.	Retained the AKC Delegate and Past President as ex-officio, voting members of the Board of Governors. AKC has no position either way on whether an ex-officio member of the board may vote – it’s up to the club to define it. Both the past president and the AKC Delegate are ex-officio members of the board. This has been the custom but is not mentioned in the current Bylaws.	No reference	ARTICLE III, Section 6(e) and 6(f)
16.	Retained the three-year Board member terms, but need to update the DFAO Articles of Incorporation. The Articles of Incorporation state: “each member of the Board of Governors, as well as each officer, after the next annual meeting, shall hold office for the term of one year and until his successor is elected, provided however, that a vacancy occurring among the officers or Board of Governors may be filled by the remaining members of the Board of Governors, such person to hold office until the next regular election. 1990 Bylaws states: “...one member of the Board of Governors shall be elected for a term of three years to succeed in office the member whose term expires at that time, provided, however, that a vacancy occurring among the officers of the Board of Governors may be filled by the remaining members of the Board of Governors, such person to hold office until the next regular election.”	ARTICLE II	ARTICLE III, Section 1

Changes to DFAO Bylaws

May 8, 2024

	Change	1990 Bylaws	Draft 2024
17.	Changed the annual election process to align with the AKC sample Constitution and Bylaws. This involves using a Nominating Committee to select nominees, providing an opportunity to nominate from the floor (October), prior to elections at the November meeting. This will give time for members and the Nominating Committee to think about possible candidates, discuss them among the committee or members and for members to consider whether they want to serve. This does not conflict with the DFAO Articles of Incorporation that says we must have elections at the November meeting.	ARTICLE VI, Section 1	ARTICLE IV, Section 3
18.	Added the ability to replace a non-performing board member. Added the following Section: “ 3. Removal. Board members may be removed after due process hearing for failure to carry out their duties or for other good and sufficient reason by two thirds (2/3) vote of the Board of Governors present and voting.” This is allowed under Roberts Rules and Oregon Law.	No reference	ARTICLE III, Section 3
19.	Changed to the Board establishing a committee rather than the President. The is in accordance with the AKC Sample Constitution and Bylaws.	ARTICLE II (last sentence)	ARTICLE V, Section 1
20.	Electronic communication. The new Constitution and Bylaws allows for electronic communication and virtual meetings. At virtual (Zoom) meetings we need to be able to vote by secret ballot and Zoom allows this. A secret ballot is required for elections, expulsion, and new member vote. References to “mailing” have been changed to “sending” per AKC’s sample Constitution and Bylaws.	No reference	
21.	Changed the number required for a quorum at a regular meeting to 20% of the eligible voting members. The 1990 Bylaws state that seven members constitutes a quorum. The AKC sample Constitution and Bylaws says 20% of the members in good standing and the committee felt that was appropriate.	ARTICLE VI, Section 4	ARTICLE II, Section 1

Changes to DFAO Bylaws

May 8, 2024

	Change	1990 Bylaws	Draft 2024
22.	Changed the process for expulsion of a member to AKC's example. The 1990 Bylaws says "Upon recommendation by the Board of Governors, any member may be expelled for cause by a two-thirds majority vote of all members in good standing present at a stated meeting. Such member shall be given ten days' notice in writing by the Secretary, that the question of his expulsion is to be submitted for vote to the members, and he shall be entitled to present his case at said meeting, but shall have no vote." The AKC Sample Constitution and Bylaws has a lengthy description where a member proffers charges, the accused has a hearing to defend him/herself, and the member may be suspended by the Board or expelled by a 2/3 vote of the membership.	ARTICLE VIII, Section 5	ARTICLE VI
23.	Removed the club member limit. The 1990 Bylaws says "It is further provided that this association limits its membership to a total of one hundred active members."	ARTICLE VIII, Section 6	No reference