



## AMERICAN KENNEL CLUB®

### **PARENT CLUB BEST PRACTICES**

#### **GOVERNANCE & ELECTIONS**

1. Constitution and Bylaws.
  - a. These must meet the requirements of the state of incorporation. Many states have non-profit associations that may assist you in developing bylaws in compliance with state law. In addition, a lawyer who specializes in non-profit corporations can be invaluable.
  - b. Research AKC policies relating to bylaws. Member clubs may not change their bylaws until they receive permission from AKC. Licensed clubs do not need this permission, although an AKC review may be helpful.
  - c. AKC has a template to guide clubs in drafting bylaws. Use this as a guide but adjust to reflect your needs and the requirements of state law.
  - d. Must be approved by the club members.
  - e. Should be published and readily accessible to all members.
  - f. Elements of the bylaws.
    - i. Purpose or objectives. Give your club the maximum flexibility that AKC will allow. There are limitations. For example, AKC will not allow a licensed or member club to hold an event from a competing registry.
    - ii. Members. Carefully define who can become a member and with what rights and privileges.

2. Officers and Board. Check with state law for any limitations to service and any minimum number. Consider an odd number.
  - a. The number depends on the club composition. The greater the numbers and activities, the greater the composition on the board.
  - b. Generally, you need four officers: President, Vice President, Secretary and Treasurer. A large club may want to separate the secretary duties unto Corresponding Secretary and Recording Secretary. Small clubs may need only one secretary. Some clubs have multiple Vice presidents with specific additional duties. Others just have one VP.
  - c. In addition, you need directors. There is no set number of directors. Select the number that works for your club. These can be at large (meaning from any part of the country), or you can require directors to represent certain defined areas of the country. Limiting directors to certain areas of the country is not recommended for small clubs as the membership may not be evenly distributed throughout the country.
  - d. Terms. There is no set amount for how long an officer may serve. Typically, AKC clubs have 1 – 2-year terms but this is not a requirement. The club could elect to have longer terms. Whatever the club decides it must be detailed in the bylaws. Some considerations in deciding what period to use are: disruption of business and cost for elections if the terms are too short; learning curves for the different jobs; stagnation within the club if the terms are too long; ability to better monitor what has been happening (not as easy with longer terms).
3. AKC Delegate. Parent clubs may petition AKC to become a member club. When they do so, they must have made provisions in the bylaws on how the AKC Delegate is selected. The link to AKC's discussion of this position is

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  - a. Part of Board? The delegate may be part of the board as a voting member or as a non-voting member of the board or is not on the board at all. Clubs which have term limits for officers and board members generally do not have the delegate on the board as it is helpful to have a long-term delegate which is not encumbered by term limits. Whatever the club decides must be described in the bylaws.
  - b. Selected? The delegate may be selected by the board of directors in the manner that the board selects other committee chairs. Or the

delegate may be selected by the membership at large. Whatever method is chosen, it must be described in the bylaws.

- c. Duties are to represent the Club with AKC and to report to the club. AKC has recommended language as to the AKC Delegate duties.
  - d. Although not generally in the bylaws, the club should have a policy on such items as reimbursement for Delegate expenses, expectations on reports, and attendance at the quarterly Delegate meetings.
4. Election of officers and board members
- a. By the board or by members.
  - b. Rotating terms. Some clubs prefer not to have the entire board up for election at one time. This could result in no incumbents being elected which might result in the board having no institutional memory. Some clubs find it beneficial for the board members to be rotated. So, some would be elected in this year (class of 01), some would be elected in next year (class of 02), and some the following year (class of 03). One disadvantage to this is the need to track the start and ending dates for each position. This is especially important if the club has term limits and/or uses a board member to fill the vacancy of an office.
  - c. Nominating Committees. It is common for AKC clubs to use nominating committees. The bylaws should describe how they are formed, who is eligible to serve, who is not eligible to serve, how they conduct business and any deadlines. Some parent club boards choose the nominating committee; others have the membership choose the nominating committee at the annual meeting or by ballot.
  - d. Nominations from the floor. The bylaws should provide how members may submit their name for a position if not nominated by the nominating committee. The process and the deadline must be detailed in the bylaws.
5. Election. The bylaws should detail how the election is conducted and who will count the ballots.
- a. The bylaws should allow for flexibility in who counts the ballots. For minor issues, the board may decide that the secretary may count the ballots. For more complex issues, the board may choose to have a teller committee. For more sensitive issues, the board may decide to have an outside entity count the ballots.

- b. If a club's state of incorporation allows electronic balloting, this may be an easy, cost-effective method. The following list are states that allow electronic balloting for non-profits (as of this writing):
    - i. Arizona, California, Colorado, Delaware \*\*, Florida, Illinois, Kentucky, Michigan \*\*, Minnesota, Nevada \*\*, New Hampshire, New Jersey, Ohio, Oklahoma, Pennsylvania, Texas, Utah Virginia, Washington (state)
  - c. \*\* Clubs must 'hire' a registered agent for an entity that is incorporated in these states.
  - d. Clubs that have begun to use Electronic balloting have seen both an overall cost savings as well as an increase in the number of members casting ballots.
  - e. Who may vote. The bylaws detail which classes of membership may vote.
  - f. Even if allowed by state law, AKC does not allow proxy voting.
  - g. Retention of records. The secretary or Recording Secretary if the position is split should retain the ballots in the corporate records.
6. Board Meetings
- a. The bylaws should allow flexibility in meetings.
  - b. Some parent clubs have one or two in-person meetings.
  - c. Others rely on Zoom, telephonic or other electronic method (if permitted by state law and their bylaws).
  - d. Meetings with a published frequency (monthly or quarterly) allow the membership to better understand the time constraints of the board. One item that can be misunderstood if not timely presented is a membership application. (Why is my membership application taking so long?)
  - e. Special board meetings. The bylaws must specify who may call and how.
  - f. Notice. The bylaws must provide for notice of the meetings. The bylaws must address time and the manner. Often the time varies between a special meeting (usually to deal with an important matter that was not covered during the last regular meeting so the time frame may be shortened) to a regular meeting. Check your state law which may mandate minimum times.
  - g. Consent minutes. Check your state law for the ability to consent to an action after the fact.

- h. Be familiar with Roberts Rules. Most bylaws dictate that Robert's Rules of Order will be used if the bylaws are silent.
  - i. Report the minutes to the membership.
- 7. Membership Meetings
- 8. Committees
- 9. Club Discipline