

Certificate of Incorporation,
Constitution and Bylaws

of the

Capital Dog Training Club

of

Washington, D.C., Incorporated

Revised January 1976

Revised February 2006

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Certificate of Incorporation

We, the undersigned, all citizens of the United States and a majority citizens and residents of the District of Columbia, desiring to associate ourselves as a corporation pursuant to the provision of Title 29 of Chapter 6 of the District of Columbia Code (1940), do hereby certify as follows.

First, the name or title by which this corporation shall be known in the law is the CAPITAL DOG TRAINING CLUB OF WASHINGTON, D.C., INCORPORATED.

Second, the term for which it is organized shall be perpetual.

Third, the particular business and objects of said corporation shall be to promote interest in the training of the dog for general utility and for show competition, by conducting classes offering instructions in the work; by holding a licensed Obedience Trial and by holding at least one intra-Club match each year; and further, to disseminate information on training and training methods to the general public.

Fourth, the number of its trustees, directors or managers for the first year of its existence shall be nine.

IN TESTIMONY WHEREOF, we have this 2nd of January 1947, hereunto set our hands and seal.

CALVIN PIERSON, PRESIDENT
CORNELIUS W. DOREMUS, VICE PRESIDENT

MRS. ARLENE P. LAPIERRE, SECRETARY-TREASURER
WILLIAM D. CLAUDY, M.D.

Member, Board of Governors

DOROTHY A. GROVER

Member, Board of Governors

DISTRICT OF COLUMBIA, SS:

I, Mark H. Burnham, a Notary Public in and for the District of Columbia, do hereby certify that Calvin Pierson, Cornelius W. Doremus, Arlene P. Lapierre, William D. Claudy, M.D. and Dorothy A. Grover, parties to a certain Certificate of Incorporation bearing date on the 2nd day of January, 1947, and hereto annexed, personally appeared before me in said District, the said Calvin Pierson, Cornelius W. Doremus, Arlene P. Lapierre, William D. Claudy, M.D. and Dorothy A. Grover being personally well known to me as the persons who executed the said Certificate of Incorporation, and severally acknowledged the same to be their act and deed.

Given under my hand and seal this 13th day of January, 1947.

MARK H. BURNHAM

Constitution

Article I – Name and Objects

Section 1. The name of the Club shall be the CAPITAL DOG TRAINING CLUB OF WASHINGTON, D.C., INCORPORATED, and shall be referred to hereinafter as the Club.

Section 2. The objects of the Club shall be to:

- (a) promote the training of dogs;
- (b) disseminate knowledge regarding dog training;
- (c) conduct classes for the training of dogs and their handlers;
- (d) hold and support “dog companion sport” trials and matches (e.g., obedience, rally, agility, and tracking). As a Member Club, these events shall be conducted under the Rules and Regulations of The American Kennel Club;
- (e) promote cooperation and good sportsmanship among its Members in the training and exhibition of dogs.

Section 3. The Club shall not be conducted or operated for profit and no part of any profits or residue from dues or donations to the Club shall inure to the benefit of any Member or individual.

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 objects.

Bylaws

Article I – Membership

Section 1. Types of Membership. There shall be several types of membership (as stated below), open to all persons 18 years of age and older (unless stated otherwise) who subscribe to the purposes of this Club.

(a) Active Membership. Active Membership in the Club shall be available to an individual over 18 years of age who has:

- (i) completed no less than three months as a Training Member paying the prescribed fees therefore; and
- (ii) passed a Proficiency Test as prescribed by the Club with a dog that she or he has trained or has obtained a qualifying score toward an AKC title in any “dog companion sport” trial.

Each applicant for membership shall apply on a form as approved by the Board of Directors, which shall provide that the applicant agrees to abide by the Constitution and Bylaws and the Rules and Regulations of The American Kennel Club. The application shall state the name and address of the applicant, as well as the date of enrollment as a Training Member and the date of obtaining the Club’s Certificate of Proficiency, or the date of acquiring a qualifying score toward an AKC title. Accompanying the application, the prospective Member shall submit dues payment for the current year. Each application is to be read at the first meeting of the Club following its receipt. At the following Board of Directors’ meeting, the application shall be either approved or disapproved by the Board. The results of the Board action will be made known to the General Membership at the next General Meeting and the application will then be voted upon. An affirmative vote of three-quarters of the Active Members present and voting shall be required to elect the applicant. Applicants for membership who have been rejected by the Club may reapply six months after such rejection.

Former Active Members, excepting Associate Members, other than those whose membership has been terminated pursuant to the provision of Article VI, Section 5, may reapply for membership in the same manner as cited above.

Active Membership includes the right to attend meetings, vote, receive publications and announcements of the Club, the right to hold an elective office in the Club, and all other privileges and benefits of the Club.

(b) Training Membership. Training Membership in the Club shall be available to an individual who shows interest by enrolling for three months as a Training Member and paying the prescribed fees. Training Membership includes the right to receive publications and general announcements of the Club and to attend meetings, and all other privileges of the Club, except that:

- (i) Training Members shall not be eligible to vote at any meeting of the membership.

(ii) Training Members shall not be eligible to run for any office in the Club.

(iii) Training Members shall not be eligible to compete for special annual awards and trophies offered by the Club.

(c) Associate Membership. Associate Membership shall be available to any Active Member of the Club who has been an Active Member for at least one year. Change in status from Active to Associate Membership shall be automatic upon notification in writing sent to the Club Secretary. Associate Members shall be required to pay an annual fee which shall be one half the dues of an Active Member. Associate Membership shall include the right to receive publications and general announcements of the Club, to attend meetings of the Club, and all other privileges, except that:

(i) Associate Members shall not be eligible to vote at any meeting of the Club.

(ii) Associate Members shall not be eligible for any office in the Club.

(iii) Associate Members shall not be eligible to compete for special annual awards and trophies offered by the Club.

(iv) Associate Members shall not be eligible to participate in the training activities of the Club.

Associate Members may regain Active Member status at any time by informing the Club Secretary by letter and paying the additional dues required of Active Members.

(d) Life Membership. The Club may bestow Life Membership upon an individual who has rendered outstanding service to the Club specifically and to dog companion sports in general. Life Membership carries with it all the rights, privileges, and benefits of Active Membership and shall not require payment of dues.

(e) Junior Membership. Junior Membership shall be available to an individual who has not reached his or her 18th birthday, upon payment of one-half the prescribed dues set for Active Membership, but otherwise on the same terms and conditions as apply to Active Membership, except that:

(i) Junior Members shall not have a direct voice in the business of the Club.

(ii) Junior Members shall not be eligible to vote at any meeting of the Membership.

(iii) Junior Members shall not be eligible for any office in the Club.

Upon becoming 18 years old, any Junior Member in good standing may become an Active Member by paying the additional dues required of Active Members.

Section 2. Dues. Continuation of Active Membership in the Club shall be contingent upon payment of annual dues.

(a) Determination of Dues. Dues in the Club shall be determined from time to time by a two-thirds vote of the Active Members present at a duly constituted meeting; said dues to be contingent upon operational expenditures and services rendered by the Club.

(b) Notification of Dues Payable. The Secretary shall notify each Active Member in writing thirty days before the annual dues are payable (July 1). If the dues have not been paid 10 days after due date (July 1) a second notification shall be given.

(c) Unpaid Dues. Any Members whose dues have not been paid by thirty days after the due date (July 1) will automatically be dropped from membership in the Club.

(d) Families with more than one Active Member. Families with more than one Active Member shall pay full dues for the first Member and one-half dues for each additional Members of the same family. Each family member shall have the same rights and responsibilities as any other Active Member.

Section 3. Termination of Membership. Any misconduct shall be subject to disciplinary procedures described in Article VI of these Bylaws. Memberships may be terminated by the following methods:

(a) Resignation. Any Member in good standing may resign from the Club upon written notice to the Club Secretary; but no Member may resign when in debt to the Club. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.

(b) Lapsing. A membership will be considered as lapsed and automatically terminated if such Member's dues remain unpaid thirty days after the first day of the dues year (July 1). However, the Board may grant an additional 90 days of grace to such delinquent Members in meritorious cases. In no case may a person whose dues are unpaid as of the date of that meeting be entitled to vote at any Club meeting.

(c) Expulsion. A Membership may be terminated by expulsion as provided by Article VI, Section 5 of these Bylaws.

Article II — Meetings and Voting

Section 1. General Membership Meetings. The Club shall hold regular monthly meetings within the greater Washington, D.C., metropolitan area on the second Tuesday of each month. Written notice of each such meeting shall be included in the Club's newsletter, which is mailed at least 10 days prior to the date of the meeting. The quorum for such meetings shall be the lesser of 20% of the Active Members in good standing or 25 Active Members in good standing. Only Active Members in good standing shall have a voice in the business of the Club.

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; or shall be called by the Club Secretary upon receipt of a petition signed by ten Active Members who are in good standing. Such special meeting shall be held within the greater Washington, D.C., metropolitan area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Club Secretary at least five days and no more than 15 days prior to the date of the meeting; and said notice shall state the purpose of the meeting. No other Club business may be transacted at that meeting. The quorum for such meetings shall be the lesser of 20% of the Active Members in good standing or 25 Active Members in good standing. Only Active Members in good standing shall have a voice in the business of the Club.

Section 3. Board Meetings. Meetings of the Board of Directors shall be held within the greater Washington, D.C., metropolitan area on the fourth Tuesday of each month, at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed by the Club Secretary to the Members of the Board prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

Section 4. Special Board Meetings. Special Board meetings may be called by the President, or by a petition of the Club Secretary upon receipt of a written request signed by at least three Members of the Board. At least 25 hours' notice must be given to the Members of the Board; but a written notice is not required. The quorum for such a meeting will be the majority of the Board.

Section 5. Voting at Club Meetings (General Membership and Special Club Meetings). Each Active Member in good standing who is present at a meeting shall be entitled to one vote at that Club meeting. Proxy voting will not be permitted at any Club meeting, Board meeting, or election. This section in no way alters the provisions of Article IV.

Article III — Officers and Board of Directors

Section 1. Board of Directors. The Board shall be composed of the 11 Officers listed below plus three Members-at-Large. These Board Members shall be elected for a term of one year, with the exception of the Delegate to the American Kennel Club, whose term shall be for two years; and they shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors. The President shall also serve as Chair of the Board of Directors.

- President
- Vice President
- Club Secretary
- Treasurer
- Delegate to the American Kennel Club
- Director of Training
- Assistant Director of Training
- Training Secretary
- Trial Chair
- Trophy Chair
- Editor of Obichaff
- Members-at-Large (three Members)

Section 2. Duties of the Officers

(a) President: The duties of the President shall be to conduct all meetings of the Club; to represent the Club at official gatherings of other organizations, to act as the head of the Club in all matters of Club policy and otherwise to direct, coordinate, and conduct the work of the Club in such a manner as to be of the most benefit to dog companion sports and the Club.

(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; and

perform such other duties as specifically authorized by the Club or by the Board of Directors.

(c) Club Secretary: The duties of the Club Secretary are to keep minutes of all meeting of the Club and Board of Directors; to maintain a current file of Active and Associate Members; to handle Club correspondence; and to have custody of and preserve all Club records. The receipt of annual membership renewals and dues is the duty of the Club Secretary.

(d) Treasurer: The Treasurer shall have responsibility for all funds of the Club, their receipt, their deposit in a bank to be designated by the Board of Directors, and their disbursement. The Treasurer shall keep an accurate record of all financial transactions of the Club and render a report of the status of funds at each meeting of the Board of Directors and of the General Membership. The Treasurer's books shall at all times be open to inspection by the Membership. At the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

(e) Delegate to the American Kennel Club: It shall be the duty of the Delegate to the American Kennel Club (hereinafter referred to as the Delegate) to attend meetings of the Delegates to the American Kennel Club as a representative and spokesperson of the Club, and to attend such special meetings of the American Kennel Club as may be required. The Delegate should express the majority opinion of the Club at all times.

(f) Director of Training: It shall be the duty of the Director of Training to plan, organize and supervise all training activities of the Club, including all public events, and to keep abreast of new and improved training techniques.

(g) Assistant Director of Training: The duties of the Assistant Director of Training shall be to assume the duties of the Director of Training in that person's absence and to assist or substitute for the Director of Training at the training facilities.

(h) Training Secretary: The duties of the Training Secretary are to dispense information to the public about the Club's classes; to register students for classes and to produce class rosters; and to cooperate with the Director and Assistant Director of Training in seeing that classes are handled efficiently. The Training Secretary or a delegate is responsible for processing applications for new memberships in the Club.

(i) Trial Chair: It shall be the responsibility of the Trial Chair to direct all activities of the Club in connection with the holding of any dog companion sport trial, test, or match. The Trial Chair is responsible for the proper accounting for all funds involved.

(j) Trophy Chair: The Trophy Chair, in cooperation with the Trial Chair and the Trial Committee, shall be responsible for compiling the list of trophies to be offered at trials, tests, and matches that the Club holds, and for acquiring such trophies. Additionally, the Trophy Chair shall be responsible for the Club's annual awards banquet.

(k) Editor of Obichaff: The Editor of Obichaff shall have full responsibility for producing and distributing the Club's newsletter. A file of past issues of the Obichaff shall be maintained.

(l) Members-at-Large: The three Members-at-Large shall constitute the Audit Committee. After the annual election, the President shall appoint one of the three as Chair of the Audit Committee.

Section 3. Duties of the Board of Directors. The duties of the Board of Directors shall be to formulate Club policy; to approve Club actions at such times as the Membership is not in regular session or cannot be called into special session; to direct the handling of publicity; to prescribe general rules and regulations for conducting the training classes, other than the detailed training routines; to act as a permanent Trial Committee; to negotiate formal, legal transactions for the Club; to approve or disapprove Active Membership applications to the Club, subject to appeal and review by the final action of the Membership body; and otherwise to conduct for and in the name of the Club such business as must be addressed from time to time.

Section 4. Vacancies. Any vacancies occurring on the Board 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 the Vice President shall be filled by the Board in the above manner. The Assistant Training Director shall automatically fill a vacant Training Director's position.

Article IV — Club Year, Annual Meetings, Elections

Section 1. Club Year. The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December.

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 January at which Officers and other Members of the Board of Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 5 of this Article; except that in the case of an unopposed candidate, a motion may be made by any Active Member that the Club Secretary be instructed to cast a unanimous ballot for this candidate. The candidates shall take office immediately upon the conclusion of the election; each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within seven days after the election.

Section 3. Elections. Each nominated candidate for an office receiving a majority vote of eligible Active Members present for each office shall be declared elected. The three nominated candidates for Member-at-Large who receive the greatest number of votes shall be declared elected.

Section 4. Eligible Voters. Only Active Members in good standing who have attended a minimum of four General Membership meetings during the immediately preceding 12 months shall be eligible to vote in the election.

Section 5. Nominations

(a) Nominating Committee. During the month of October, the President shall select a Chair of the Nominating Committee. The Chair will then appoint to this Nominating Committee at least two additional Active Members who are not Members of the current Board.

(b) Nominations. No person may be a candidate in a Club election who has not been nominated in either of the two following methods:

(i) The committee shall nominate one candidate for each office and three candidates to be Members-at-Large of the Board of Directors. Before a candidate's name may be submitted to the Membership, his or her consent must be acquired. In the case of the Assistant Training Director, the Nominating Committee should consult with the nominee for Training Director prior to making a selection since these two people will be working as a team. Also, the selection of Trophy Chair should be cleared with the nominee for the Trial Chair for the same reason.

(ii) Additional nomination(s) for each office may be made upon written petition including no less than three signatures of Active Members in good standing; that petition must also include the signature of the nominee contained therein, attesting his or her willingness to serve, and must be submitted to the Club Secretary no later than 14 days prior to the annual meeting. The Club Secretary must then notify the eligible voting Members (Section 4) no later than five days prior to the annual meeting of any additional candidates for any office.

No nominee for any office may be a candidate for more than one office.

(c) The Chair of the Nominating Committee, or a Member of said committee in the Chair's absence, shall read the list of nominated candidates at the November General Membership meeting of the Club. The list of candidates will then be included in the following issue of Obichaff.

Article V — Committees

Section 1. Establishing Committees. The President with the approval of the Board shall have the authority to appoint such committees from time to time as may be necessary for the good and welfare of the Club, or as instructed by the Club. The President shall serve as an ex officio member of all such committees with the exception of the Nominating Committee.

Section 2. Termination of Appointment. Any committee appointment may be terminated by a majority vote of the Board or by the President with the approval of the Board upon written notice to the appointee; and the President with the approval of the Board may appoint successors to those persons whose services have been terminated.

Section 3. Audit Committee. The functions of the Audit Committee shall be to make two complete audits of all records and property of the Club each year, one of which shall take place in the month of March and be presented to the Membership body at the April General Membership meeting; the other audit shall take place in September and be presented to the membership at the October General Membership meeting. Both Audit reports shall be submitted in writing.

Section 4. Trial Committee. A permanent Trial Committee shall be composed of the Board of Directors of the Club.

Article VI — Discipline

Section 1. Suspension by the American Kennel Club. Any Member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

Section 2. Removal from Office. Any officer or other member of the Board of Directors may be removed from office upon proper showing of malpractice and upon a two-thirds vote by Active Members in good standing present at the meeting.

Section 3. Revocation of Membership Charges. Any Member may prefer charges against a Member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of a fee set annually by the Board of Directors. Written notice of the amount of the deposit required for filing of charges as determined by the Board shall be sent to each member annually. The fee 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; whereupon 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 which 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 three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused Member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his or her own defense and bring witnesses.

Section 4. 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, suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if the Board deems that punishment insufficient, the Board may also recommend to the Membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his or her fellow Members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings 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 5. 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 or her 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 on his or her own behalf if she or he wishes. The meeting shall then vote by secret written ballot on the

proposed expulsion. A two-thirds 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. Introducing and Approving Amendments to the Constitution and Bylaws. Any Active Member, in good standing may at any regular monthly meeting, under “New Business,” read an amendment. This proposed amendment is then given to the Club Secretary. The Club Secretary will then send to each member, together with the notice of the next meeting, at least fourteen days prior to said meeting, the complete text of the proposed amendment. At the next meeting, the proposed amendment will be read by the Club Secretary, and an opportunity for discussion will then be given to the Members present.

Section 2. Adoption of Amendment. Adoption of any proposed amendment to the Constitution and/or Bylaws shall be by a written, two-thirds vote of the Active Members present at the meeting at which this amendment is read (for the second time) and discussed.

Section 3. Approval by the American Kennel Club. Since this Club is a Member of the American Kennel Club, no amendment to the Constitution and/or Bylaws that is adopted by this Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club, since the Bylaws of the American Kennel Club require such approval.

Article VIII — Dissolution

The Club may be dissolved at any time by the written consent of not less than two-thirds vote of the Active Members. In the event of the dissolution of the Club, 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 Member of the Club. After payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs. Such charitable organization shall be selected by the Board of Directors.

Article IX — Order of Business

Section 1. Meetings of the Club. 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:

Roll call

Minutes of last meeting and approval

Reading of the minutes of the previous meeting of the Board of Directors

Report of President

Report of Club Secretary

Report of Treasurer

Reports of Committees

Unfinished Business
New Business
Election of Officers and Board (at Annual Meeting)
Election of New Members
Adjournment

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

Reading of minutes of previous meeting of the Board
Report of Club Secretary
Report of Treasurer
Reports of Committees
Unfinished Business
New Business
Adjournment

Section 3. Parliamentary Authority. Subject to the corporate charter and these Constitution and Bylaws, all Club procedures shall be governed by the current edition of the revised *Robert's Rules of Order*.