

Board realignment from our Constitution Committee Chair Jeffrey Tallackson.

- Board Size I: The directors have the legal responsibility for management of the Club; board membership is not an honorary or ceremonial position. The following problems, which prevent the directors from fulfilling their responsibility, are therefore legal problems, exposing purported board actions to legal challenge.
- Board Size II: The board is too large to act effectively because so many directors fail to participate that there is seldom if ever a quorum.
- Board Size III: The size of the board creates a practical problem that would impair its ability to fulfill its responsibilities if a quorum *did* participate. That problem is a function of simple arithmetic: multiply (i) the number of issues to be addressed at a board meeting by (ii) the number of directors who speak to the issue by (iii) the number of minutes each director speaks to each issue. Even if it is assumed that only a bare quorum attends and participates, it will be clear that there will not be enough time for a board of the present size or even significantly smaller to function effectively. This assumes that the directors, having considered the issues, behave responsibly and express their views. If a director consistently does not do so, he or she really should not be on the board—such members contribute nothing except to make it harder to attain a quorum.
- Board size recommendations: The board should be substantially reduced in size and made less complicated in structure. Suggested for consideration are a board of from 12 to 15 in number, of which 5 would be the board's senior officers and the remainder district directors. There would be no directors at large or foreign directors and the AKC Delegate would not, as such, be a director.
- Board Action: Under New York law, the board can take action that is legally effective only (i) at a meeting at which a quorum of directors is present either physically in person at the meeting location or by telephone conference call or similar electronic means where all participants can speak and hear each other or (ii) by unanimous written consent. Directors cannot vote by mail, by proxy or otherwise. In order to take defensible actions, the board must conduct its meetings in accordance with New York law.
- Membership action: Under New York law, members may take action that is legally effective only (i) at a meeting at which a quorum of members is present either physically in person at the meeting location or by proxy or (ii) by unanimous written consent. Members cannot vote by mere mail or email ballots or by telephone conference call or similar electronic means. Given the Club's membership size and geographic distribution it is virtually impossible to attain a quorum in person and the Club's existing bylaws prohibit proxies. To permit membership meetings to be conducted properly, the bylaws must be amended to permit proxy voting and the quorum requirement should be reduced to the legal minimum. Proxies may be sent by electronic means and operate in essentially the same manner as a mailed ballot except for the designation of the proxy who actually does the voting; there is no reason to believe they would be any more burdensome or expensive than the existing improper voting system. The AKC does not prohibit proxy voting--its model form, which is specifically designed for small local clubs, merely so provides. In any event, the AKC acknowledges on its website that governing law controls over any conflicting AKC requirements or recommendations.