

# CONEWANGO VALLEY KENNEL CLUB INCORPORATED



## CONSTITUTION AND BYLAWS

### Constitution

#### Article I

##### Names and Objects

**Section 1.** The name of the club shall be the “Conewango Valley Kennel Club, Incorporated”.

**Section 2.** The objects of the club shall be:

- a) To further the advancement of all breeds of purebred dogs.
- b) To do all in its power to protect and advance the interested of dog shows, obedience trials, tracking tests and to encourage sportsmanlike competition at such events.
- c) To conduct sanctioned matches, dog shows, obedience trials, tracking tests, under the rules of the American Kennel Club.

**Section 3.** The club shall not be conducted or operated for profit and no part of any profits or remainder 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.** Eligibility - There shall be four types of membership open to all persons 18 years of age and older and who are in good standing with the American Kennel Club and subscribe to the purposes of this club. There shall be one type of membership open to all persons under the age of 18 who are in good standing with the American Kennel Club and who subscribe to the purposes of this club.

While membership is to be unrestricted as to residence, the club’s primary purpose is to be representative of the breeders and exhibitors in its immediate area.

- a) Regular members – They shall be 18 years of age or older and meet the above requirements. They shall pay the full amount of annual dues. In a timely manner, and be entitled to all the rights and privileges of membership and be entitled to vote at all regular and special meeting.
- b) Family members – They shall consist of an immediate family residing in the same household or a single parent with minor or dependent children. Adults shall have all the rights and privileges of regular membership. Dependent children shall have rights and privileges of junior members.

- c) Junior members – They shall consist of persons less than 18 years of age. They shall be entitled to all rights and privileges of members, other than to vote, and their dues shall be one half of the rate of regular members.
- d) Life members – Life memberships may be awarded to active members who have made outstanding contributions to this organization. These members shall have all rights and privileges of regular membership.
- e) Honorary members –Honorary memberships may be awarded, with a 2/3 majority vote of the membership, to non-club members who have made outstanding contributions to the organization. These members are entitled to all rights and privileges of membership, other than to vote and hold office. They shall not be required to pay any dues. Term and duration of Honorary Membership must be awarded at time of membership vote.

**Section 2. Dues** – Membership dues shall be payable on or before November 1, each year.

- a) The Treasurer shall during the month of September send to each member a statement of his dues for the ensuing year.
- b) The Treasurer shall notify all members who have not paid their dues by the first meeting in November that they are no longer in good standing.
- c) No member whose dues are not paid for the current year may vote in any election or meeting.
- d) Dues obligations are considered a debt to the club and they are incurred on the first day of November, for all members who participate in club activities, regardless of the provisions of section 4 of this article.

**Section 3. Election to Membership** – Each applicant for membership shall apply on a form as approved by the board of directors and which shall provide that the applicant agrees to abide by the constitution and bylaws and rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two club members in good standing, not of the same family. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Secretary and each application is to be read at the first meeting of the club following its receipt.

- a) After first reading written comments are invited from the membership concerning the applicant's Character and Credentials
- b) Any negative reports received concerning an applicant shall be reviewed by the Board of Directors.
- c) Affirmative votes by the majority of the Board may be affirmed by a two thirds majority of the general membership at the next club meeting where the application will be voted on by secret ballot.
- d) An applicant who has received a negative vote by the Board may be presented by one of the applicant's sponsors at the next meeting of the general membership and a favorable vote of 3/4 of the regular members in attendance may elect such applicant by secret ballot.

Preceding policy shall be followed only if applicant is in attendance at the meeting. If the applicant is absent the application will be held for no more than two meetings. If the applicant has not attended the required two meetings the application is declared void and the procedure must begin with a new application for membership.

Applicants for membership who have been rejected by the club may not reapply within 2 years after such rejection.

**Section 4. Termination of membership** – Memberships may be terminated by:

- a) Resignation – Any member may resign from the club upon written notice to the Secretary, but no member may resign when in debt to the club.
- b) Lapsing – A membership will be considered as lapsed and automatically terminated if such members remain unpaid for 90 days after the first of the fiscal year, however the board may grant an additional 90 days grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.
- c) Expulsion – A membership may be terminated by expulsion as provided in Article VI of these bylaws.

**Section 5.** Endorsing New Member Applications -

- a) New members are subject to a one year waiting period, from the date of their election, before they are able to endorse new member applications.
- b) Any member in good standing may, after a one year waiting period, endorse up to two new member applications per fiscal year.
- c) To nominate an officer a member must be in good standing for a minimum of one calendar year.

**Section 6.** Lapsed Membership -

- a) Former members who have allowed their membership to lapse for a duration of less than 90 days may be reinstated upon payment of their annual membership dues.
- b) Former members who have allowed their membership to lapse for a duration in excess of 90 days may be reinstated upon payment of their dues plus a reinstatement fee of \$10.
- c) Former members who have allowed their membership to lapse for a duration in excess of one year may rejoin in the same manner - as a new member except they need not have a sponsor.

## **ARTICLE II**

### **Meetings and Voting**

**Section 1.** Club Meetings – Meetings of the club shall be held each month within the greater Jamestown area at such date, place and hour as may be designated by the board of directors. Written notice of each meeting shall be mailed or emailed at the Secretary's discretion, by the Secretary to all members in good standing at least 10 days prior to the date of the meeting. The quorum for such meeting shall be 20 percent of the members in good standing.

**Section 2.** Special Club Meeting – Special club meetings may be called by the President, 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 by the Secretary upon receipt of a petition signed by the five members of the club who are in good standing. Such special meetings shall be held in the greater Jamestown area at such a date, place 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 provided by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting and no other club business may be transacted thereat. The quorum for such a meeting shall be 20 percent of the members in good standing.

**Section 3.** Board Meetings – Meetings of the board of directors shall be held as needed within the greater Jamestown area at such date, place and hour as may be designated by the board. Written notice of each such meeting shall be provided by the Secretary at least 10 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board. Video and teleconferencing for board members shall be allowed in accordance with AKC rules.

**Section 4.** Special Board Meetings – Special meeting of the board may be called by the President and shall be called by the Secretary upon receipt of a written request signed by at least three members of the board. Such special meetings shall be held within the greater Jamestown area at such a place, date and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such a meeting shall be provided by the Secretary at least five days and not more than 10 days prior to the date of the meeting. Any

such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the board.

**Section 5.** Voting – Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the club at which he is present. Proxy voting will not be permitted at any club meeting or election. No member may vote by video or teleconference in a general meeting in accordance with AKC rules.

## **ARTICLE III**

### **Directors and Officers**

**Section 1.** Board of Directors – The board shall be comprised of the officers and four other persons, all of whom shall be members in good standing; shall be elected for two-year terms at the club’s annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the clubs affairs shall be entrusted to the board of directors. Board members shall rotate such that 50% of the board shall be voted on each year.

**Section 2.** Duties of the Board of Directors:

- a) Transact club business between club meetings
- b) General management of club affairs
- c) No contracts that the club shall be a party to shall be entered into without a notification to the board.

**Section 3.** Officers – The club’s officers, consisting of the President, Vice President, Secretary and Treasurer shall serve in their respective capacities both with regard to the club and its meeting and the board and its meetings. Members must be in good standing for a period of one year before they can hold office.

- a) The President shall preside at all meetings of the club and of the board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these by-laws.
- b) The Vice President shall have the duties and exercise the powers of the President in case of the President’s death, absence or incapacity.
- c) The Secretary shall keep a record of all meetings of the club and of the board and of all matters of which a record shall be ordered by the club; have charge of the correspondence, notify members of meeting, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses, and carry out such other duties as are prescribed in these by-laws.
- d) The treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the board, in the name of the club. 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 Treasurer shall be bonded in such amount as the board of directors shall determine.
- e) The Offices of Secretary and Treasurer may be held by the same person in which case the board shall be comprised of the officers and 4 board members.

**Section 4.** Vacancies – Any vacancies occurring on the board or among the offices 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 the President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the board.

## **ARTICLE IV**

### **The Club Year, Annual Meeting, Elections**

- Section 1.** Club Year – The club’s fiscal year shall begin on the first day of November and end the last day of October. 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 October, at which officers and directors for the ensuing year shall be elected by secret ballot form among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election.
- Section 3.** Elections – The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The candidates for other positions on the board who receive the greatest number of votes for such positions shall be declared elected.
- Section 4.** Nominations – No Person may be a candidate in a club election who has not been nominated. During the month of July the board shall select a Nomination committee consisting of three members and two alternates, not more than one of whom may be member of the board. The Secretary shall immediately notify the committee members and their alternates of their selection. The board shall name a chairman for the committee and it shall be such person’s duty to call a committee meeting which shall be held on or before August 1.
- a) The committee shall nominate one candidate for each office and each position on the board and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
  - b) Upon receipt of the Nominating Committee report, the Secretary shall at least two weeks before the September meeting, notify each member in writing of the candidates so nominated.
  - c) Additional nominations may be made at the September meeting by any member who has been in good standing for a minimum of one calendar year, in attendance, provided that the person so nominated does not decline when their name is proposed and provided further that if the proposed candidate is not in attendance at this meeting, the proposed shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position except for the office of Secretary and Treasurer as set forth in Article III, Section 2e.
  - d) The outgoing President is to be a member of the board for one year providing he/she leaves the office in good standing. This position will be additional to the four elected board members.
  - e) Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

## **ARTICLE V**

### **Committees**

- Section 1.** The board may each year appoint standing committees to advance the work of the club in such matters as dog shows, obedience trials, trophies; annual prizes, membership, and other fields which may be serve by the committees. Such committees shall always be subject to the final authority of the board. Special Committees may also be appointed by the board to aid it on particular projects.

**Section 2.** Any committee appointment may be terminated by a majority vote of the full membership of the board upon written notice to the appointee; and the board may appoint successors to those persons whose services have been terminated.

## **ARTICLE VI**

### **Discipline**

**Section 1.** American Kennel Club Suspension – 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.** 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 \$50, which 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 members of the board or present them at the board meeting and the board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interested of the club. If the board considers that the charges do not allege conduct which would be prejudicial to the best interested of the club, it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges, it shall fix a date for a hearing by the board not less than three weeks or 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 as assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

**Section 3.** 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 reprimand or suspend the defendant from all privileges of the club for not more than six months from the day of the hearing. And if it deems that punishment insufficient, it 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 fellow members at the ensuing club meeting which considers the board's recommendation. Immediately after the board has reached a decision, its finding 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 4.** 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 on his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 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.** Amendments to the constitution and bylaws may be proposed by the board of directors or by written petition addresses to the Secretary sign by 20 percent of the membership in good standing. Amendments

proposed by such petition shall be promptly considered by the board of directors and must be submitted to the members with recommendations of the board by the secretary for a vote within three months of the date when the petition was received by the Secretary.

**Section 2.** The constitution and bylaws may be amended by a 2/3 secret vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and sent to each member at least two weeks prior to the date of the meeting.

## **ARTICLE VIII**

### **Dissolution**

**Section 1.** The club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the club other than for purposes of reorganization 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 members of the club, but after payment of the debts of the club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the board of directors.

## **ARTICLE IX**

### **Order of Business**

**Section 1.** 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:

- a) Roll Call
- b) Minutes of last meeting
- c) Report of President
- d) Report of Secretary
- e) Report of Treasurer
- f) Reports of Committees
- g) Elections of Officers and Board of Directors ( at annual Meeting)
- h) Election of New Members
- i) Unfinished Business
- j) New Business
- k)Adjournment

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

- a) Reading of minutes of last meeting
- b) Report of Secretary
- c) Report of Treasurer
- d) Reports of Committees
- e) Unfinished Business
- f) New Business
- g) Adjournment

## **ARTICLE X**

### **Parliamentary Authority**

**Section 1.** The rules contained in the current edition of “Robert’s Rules of Order, Newly Revised”, shall govern the club in all cases to which they are application and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.

Revised 04/14/2015

Passed