

THE TOLEDO KENNEL CLUB, INC

CONSTITUTION

ARTICLE I

SECTION 1. The name of the Club shall be *THE TOLEDO KENNEL CLUB, INC.*

SECTION 2. The objectives of the Club shall be:

- (a) to further the advancement of all breeds of purebred dogs,
- (b) to conduct dog shows, obedience trials and sanctioned matches under the rules of The American Kennel Club,
- (c) to conduct educational programs on breeding, showing, training and the responsibilities of dog ownership,
- (d) to contribute to charitable organizations for the benefit of dogs.

SECTION 3.

The Club shall operate as an association of members 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 of individual.

SECTION 4.

The members of the Club shall adopt and may from time to time revise such by-laws as may be required to carry out these objectives.

BYLAWS

ARTICLE I MEMBERSHIP

SECTION 1. Eligibility

There shall be one type of membership open to all persons eighteen years of age and older 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.

SECTION 2. Dues.

- (a) Application fee for individual membership shall be not less than \$5.00.
- (b) Individual membership dues shall be not less than \$15.00 per year, as determined by the general membership, upon election and upon each subsequent July 1st.
- (c) Husband and wife are eligible for joint membership with fees as follows: Application fee shall be not less than \$5.00 and dues shall be not less than \$25.00 as determined by the general membership,

- (d) During the month of April the Treasurer shall send to each member a statement of his dues for the ensuing year.

SECTION 3. Election to membership.

Candidates for membership must apply in writing on forms, the terms of which shall be approved by the Board of Directors; and supplied by the Executive Secretary upon request. Each candidate also must send with the application a check or cash for the amount of the application. No one shall be approved for membership in the Club except by a majority affirmative vote of the Board of Directors and a majority affirmative vote of the Club's members. Those members who maintained a membership in the Club for a period of twenty-five consecutive years and were granted Life Membership shall continue to enjoy all the privileges of that status. Life Membership is granted in recognition of outstanding service to the Club. Life Members do not pay dues and are entitled to vote at all meetings. Life Members, however, may not hold elective office unless they choose to pay dues.

- (a) The Board of Directors shall report to the membership its approval or disapproval of the candidate. No statement of the reason for the findings of the Board are necessary.
- (b) The election of an approved candidate for membership shall be by ballot at the next regular meeting of the Club. An affirmative vote of 3/4 of the voting members present at such meeting is necessary for election.
- (c) Voting members not in accord with the Board of Directors written disapproval of a candidate shall, by written petition initiated by not less than 20% percent of the recorded membership direct such disagreement to the Secretary and request that the Board's disapproval be rescinded. Upon the following regular meeting of the membership at large, such petition shall be presented to the voting members. An affirmative vote of 3/4 of the voting members present shall be required to overrule the disapproval of a candidate and to affirm the candidate's petition for membership.
- (d) Any candidate for election to membership who shall be disapproved by the Board of Directors or who shall fail to be elected may not again become a candidate until after one year from the date of such failure.

SECTION 4. Termination of membership.

Memberships may be terminated by:

- (a) **Resignation.** Any member in good standing may resign from the Club upon written notice to the Secretary but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- (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 fiscal year; however, the Board of Directors may grant an additional may a person whose dues are unpaid as of the date of a Club

meeting be entitled to vote at the meeting.

- (c) **Expulsion.** A membership may be terminated by expulsion as provided in Article VI of these by-laws.

ARTICLE II MEETINGS AND VOTING

SECTION 1. Club meetings.

Meetings of the Club shall be held in the greater Toledo area at such hour and place as may be designated by the Board of Directors. At least 9 monthly meetings shall be held each year. Written notice of each such meeting shall be mailed by the Secretary at least 10 days prior to the date of the meeting. The quorum for such a meeting shall be 20% of the members in good standing.

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, and shall be called by the Secretary upon receipt of a petition signed by 10 members of the Club who are in good standing. Such special meetings shall be held within the greater Toledo area at such place, date and hour as may be designated by the persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed 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. No other Club business may be transacted at that time. The quorum for such a meeting shall be 20% of the members in good standing.

SECTION 3. Board Meetings

A meeting of the Board of Directors shall be held within the greater Toledo area prior to each regular Club meeting at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed by the Secretary at least 5 days 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 meetings of the Board may be called by the President and/or 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 Toledo area at such place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting or telegraphic notice shall be filed at least 3 days and not more than 5 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 at that time. A 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.

ARTICLE III DIRECTORS AND OFFICERS

SECTION 1. Board of Directors

The Board shall be comprised of the President, immediate Past President (with voting privileges), First and Second Vice-President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Obedience Director, Conformation Director and Property Manager. The offices of President, First Vice-President, Secretary, Assistant Secretary, and Treasurer shall serve two years or until their successors are elected. The President, Second Vice-President, Secretary and Treasurer shall be elected in an even year. The first Vice-President, Assistant Treasurer, and Assistant Secretary shall be elected in an odd year. The Obedience Director, Conformation Director and Property Manager shall be elected for one year terms. All candidates shall be members in good standing and shall be elected at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

SECTION 2. Vacancies.

Vacancies occurring during the term of office in any of the above offices shall be filled for the unexpired term of office by vote of a majority of the remaining members of the Board at its first regular meeting or if urgent by a Special Board meeting with the exception of the office of President which will be assumed by the First Vice-President.

SECTION 3. Officers.

The Club's officers, consisting of the President, immediate Past President, First and Second Vice-Presidents, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Obedience Director, Conformation Director and Property Manager shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- (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 First 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 Second Vice-President shall perform all the duties of the President in case of absence or disability of the President and First Vice-President.
- (d) The Secretary shall keep a record of meetings of the Club and of the Board and of all matters which a record shall be ordered by the Club. He shall have charge of the correspondence, notify members of meetings, 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.

- (e) The Assistant Secretary shall assist the Secretary in performing the duties of the office at the request of or absence of the Secretary.
- (f) The Treasurer shall collect and receive all dues, show receipts and match monies due or belonging to the Club. He shall deposit the same in a bank designated by the Board in the name of the Club. His books shall at all times be open to inspection of the Board and he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported. At the annual meeting he shall render an account of all monies received and expended during the previous fiscal year, which shall be audited annually by a committee of three to be elected by the general membership. The Treasurer shall be bonded in such amount the Board of Directors shall determine.
- (g) The Assistant Treasurer shall assist the Treasurer in performing the duties of the office at the request of or in the absence of the Treasurer.
- (h) The Obedience Director shall be responsible for all obedience functions of the Club .
- (i) The Conformation Director shall be responsible for all conformation classes of the Club.,
- (j) The Property Manager shall supervise the maintenance and usage of the buildings and grounds of the Club. If no member desires to serve as Property Manager, the Board may employ a non-member at such compensation as deemed necessary. (A non-member Property Manager would not be a member of the Board but would be responsible to the Board.)
- (k) The Delegate to the American Kennel Club shall be selected by the Board of Directors by a majority vote of Directors present at a Board meeting and is to be ratified by the voting members. The term will be determined by the Board of Directors.

ARTICLE IV THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

SECTION 1. Club Year.

The Club's fiscal year shall begin on the first day of July and end on the 30th day of June.

SECTION 2. Annual Meeting.

The annual meeting shall be held in the month of June at which time Officers and Directors for the ensuing year shall be elected by secret written ballot from among those nominated in accordance with Section 4 of the Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3. Elections.

The nominated candidates receiving the greatest number of votes for each office shall be declared elected.

SECTION 4. Nominations.

No person may be a candidate in the Club election who has not been nominated. By the general membership meeting in March, the Board shall select a Nominating Committee consisting of four members and two alternates, not more than two of whom may be members of the Board. No one may serve on the Nominating Committee more than once in two years. The Secretary shall notify the committeemen and alternates of their selection. The Board shall name a Chairman of the Committee and it shall be his duty to call a meeting which shall be held on or before May 1st.

- (a) The committee shall nominate one candidate for each office and candidates for the property management committee. After securing the written consent of each person so nominated, the committee shall report their nominations to the Secretary in writing.
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall before May 15th notify each member in the Meeting Notice of the candidates so nominated.
- (c) Additional nominations must be made at the May meeting by any member in attendance provided that the person nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one office and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination from the Committee.
- (d) Nominations cannot be made at the annual meeting or in any other 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 well be served by 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 in particular projects.

.SECTION 2.

Any committee appointment may be terminated by a majority vote 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 another 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 \$10.00 dollars 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 member of the Board or present them at a Board meeting and 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, it shall fix a date for a hearing by the Board not less than 3 weeks no more than 6 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 date and time of the hearing and an assurance that the defendant may personally appear in his own defense and may 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 suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. If it deems the punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such cases, 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 findings shall be put in written form and filed with the Secretary. The Secretary in turn shall then 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 in his own behalf, though no

evidence shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The Club members present at the meeting shall then vote by secret written ballot on the proposed expulsion. A 3/4 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 to the Board of Directors or by written petition addressed to the Secretary and signed by 20% of the members 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 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 3/4 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 mailed to each member at least two weeks prior to the date of the meeting.

SECTION 3.

No amendment to the Constitution and Bylaws that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

ARTICLE VIII DISSOLUTION

The Club may be dissolved at any time by the written consent of not less than 3/4 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 the 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 and/or non-profit organization for the benefit of dogs as selected by the Board of Directors.

- (a) The American Kennel Club shall be notified of the Club's dissolution and the selection of a charitable organization which will receive the Club's assets and the amount of same which they will receive.

ARTICLE IX Parliamentary Authority

The proceedings of the Club shall be governed by "Robert's Rules of Order" (Revised Edition) subject to rules which have been or may be adopted by the Club.

ARTICLE X 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:

- Roll call
- Minutes of the last meeting
- Report of President
- Report of Executive Secretary
- Report of Financial Secretary
- Report of Treasurer
- Reports of Committee Chairmen
- Election of Officers and Board of Directors (Annual meeting only)
- Election of new members
- Unfinished business
- New business
- Adjournment

SECTION 2.

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

- Reading of minutes
- Report of Financial Secretary
- Report of Treasurer
- Unfinished business
- New business
- Adjournment