

St. Clair Kennel Club

Constitution

Article I: Name and Objectives

Section 1. The Name of the club shall be THE ST. CLAIR KENNEL CLUB.

Section 2. The objectives of the club shall be:

(a) To further the advancement of all breeds of pure-bred dogs.

(b) To do all in its power to protect and advance the interests of all breeds of pure-bred dogs and to encourage sportsmanlike competition at dog shows and obedience trials.

(c) To conduct sanctioned matches, dog shows, obedience trials, and any other AKC events for which the club is eligible under the rules and regulations of the American Kennel Club.

Section 3. The club shall not be conducted or operated for a 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 of individuals.

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.

By-Laws

Article I: Membership

Section 1. Eligibility.

There shall be five types of membership open to all persons who are in good standing with The American Kennel Club and subscribe to the objectives 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 St. Clair County, MI and the surrounding area.

(a) Regular Membership. Open to all persons eighteen year and older. Regular members in good standing have all privileges of the Club including the right to vote and hold office.

(b) Junior Membership. Open to all persons between the ages of ten and seventeen. Junior members pay dues and have all privileges of the Club except the right to vote and hold office. (Shall not be counted as part of quorum if present at regular meeting.) Membership automatically converts to regular status

at age 18.

(c) Lifetime Membership. May be granted upon a member of long standing by recommendation from the board and ratified by a 2/3 vote of the membership present at the Club's annual business meeting. Lifetime members do not pay dues and have all privileges of the Club including the right to vote and hold office. Lifetime membership shall not be conferred upon more than one person (or two if husband and wife) in any club official year.

(d) Honorary Membership. May be granted upon a member of long standing by recommendation from the board and ratified by a 2/3 vote of the membership present at the Club's annual business meeting. Honorary members do not pay dues and do not have all privileges of the Club including the right to vote and hold office. Honorary membership shall not be conferred year.

(e) Associate Membership. Entitled to all club privileges except voting and office holding. Open to individuals who live outside the club's area; also offered to individuals who live in the club's area but are not active. Special Circumstances. A member who for a variety of reasons can no longer be an active member may request that their membership be changed to Associate status. A change to this status or from this status to regular membership may only be implemented at the time of dues payment for the next fiscal year.

Section 2. Dues.

Membership dues shall be established by the Board of Directors and approved by the majority of the members at the annual meeting, payable on or before the January meeting of each year. No member may vote whose dues are not paid for the current year. During the month of November the Treasurer shall send to each member a statement of his dues for the ensuing year.

Section 3. Election to Membership.

Each applicant invited 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 these Constitution and By-Laws 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 the two inviting members who are in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year along with an application fee that is determined by the Board of Directors at the annual meeting.

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 at which the prospective member is present. At the next club meeting at which the prospective member is present following the reading, the application will be voted upon and affirmative votes of 2/3 of the members present and voting by secret, written ballot, at that meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the club may not reapply within six months after rejection.

Section 4. Termination of Membership. Memberships may be terminated by any of the following:

(a) Resignation: Any member in good standing may resign from the Club upon written notice to the Secretary.

(b) Lapsing: Two categories shall exist to consider a regular or junior membership as lapsed.

Category 1: A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid for thirty (30) days after the first day of January. However, upon delinquent member's written request, the Board of Directors may grant an extension after the first day of the fiscal year of ninety (90) days in meritorious cases. In no case may a person be entitled to vote at any club meeting if their dues are unpaid as of the date of that meeting.

(c) Expulsion: A membership may be terminated by expulsion as provided by 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 St. Clair County, MI within each month, at such date, hour, and place as may be designated by the Board of Directors. Written or electronic transmission notice of each such meeting shall be provided by the Secretary at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be 20 percent 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 five members of the club who are in good standing. Such special meetings shall be held in the St. Clair County, MI, at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written or electronic transmission notice of such a meeting shall be provided by the Secretary at least five (5) days and not more than fifteen (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 Club shall be held in the St. Clair County, MI within each month, at such date, hour, and place as may be designated by the Board. Written or electronic transmission notice of each such meeting shall be provided by the Secretary at least five (5) days prior to the date of the meeting. The quorum for such meetings shall be a majority of the board.

Section 4. Special Board Meetings.

Special Board meetings may be called by the President, and shall be called by the Secretary upon receipt of a petition signed by three members of the board. Such special meetings shall be held in the St. Clair County, MI, at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written or electronic transmission notice of such a meeting shall be provided by the Secretary at least five (5) days and not more than ten (10) 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 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 they are present. Proxy or absentee 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, Vice-President, Secretary, and Treasurer and three (3) other persons, all of whom shall be members in good standing. The office of the President and Treasurer shall be elected in odd numbered years and office of the Vice-President and Secretary shall be elected in even numbered years for two (2) year terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. The board members shall be elected for one (1) 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 Club's affairs shall be entrusted to the Board of Directors.

Board of Directors' members shall attend a minimum of 75 (seventy-five) percent of the meetings during the Club's fiscal year unless excused by the President for good cause. The board member should be able to supply written documentation of good cause upon request. Examples of good cause are the following: incapacitation for medical reasons, hospitalization, accident to oneself or immediate family member, and death to immediate family member.

Section 2. 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 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 Vice-President shall have the duties and exercise the powers of the president in

the 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. The Secretary shall have charge of the correspondence, notify members of the 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 duties as are prescribed in the By-Laws.

(d) The Treasurer shall collect and receive all moneys due or belonging to the Club. The Treasurer shall deposit the same in a bank designated by the board, in the name of the Club. The Treasurer's books shall at all times be open to inspection of the board and the Treasurer shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported. The Treasurer at the first meeting of the new fiscal year shall render an accounting of all moneys received and expended during the previous fiscal year. The Treasurer shall be responsible for submitting and maintaining records for the completion of the Club's Federal and State taxes. The Treasurer will notify the board upon the completion of tax submissions. The Treasurer may be bonded in such amount as the Board of Directors shall determine. At the beginning of each Treasurer's term, the financial records shall be audited by a CPA chosen by the Board of Directors. This audit will be completed by March 31st.

Section 3. Vacancies.

Board of Directors may remove a member of the Board or an Officer with a 2/3 vote for lack of meeting attendance as noted in Article III, Section 1.

Any vacancies occurring on the board or among the officers 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 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 January and end on the 31st 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 December at which officers, and directors, for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Article IV, Section 4. They shall take office at the first meeting of the new fiscal year, and retiring officer(s) shall turn over to his successor in office all Club properties and records relating to that office within thirty (30) days after the election. The retiring Treasurer is

responsible for the previous fiscal year's financial report at the first meeting of the new fiscal year.

Section 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the board who receive the greatest number of votes of such positions shall be declared elected.

Section 4. Nominations. No person may be a candidate in a club election who has not been nominated. Prior to the September meeting the board shall select a Nominating Committee consisting of three members and one alternate, not more than one of whom may be a member of the board. The Secretary shall immediately notify the committee persons and alternate of their selection. The board shall name a chairperson for the committee and it shall be his/her duty to call a committee meeting.

(a) The committee shall nominate one candidate for each office whose term is expiring at the end of the current Club year and each position of the board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing on or before September 30.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall, on or prior to October 15, notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the November meeting by any member 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 nominator 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. The proposed candidate shall have attended at a minimum of fifty (50) percent of the meetings in the current club fiscal year.

(d) Nominations cannot be made at the any other 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 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 on particular projects.

Section 2. Any committee appointment may be terminated by a majority vote of the full membership of the board. The Secretary will notify the appointee in writing of the board's decision. 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 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 interest of the Club or the pure-bred dogs. Written charges with specifications must be filed in duplicate with the Secretary, together with a deposit of \$50.00, which shall be forfeited if such charges are not sustained by board following a hearing. The Secretary of the Club shall promptly send a copy of the charges to each member of the board or present them at a board meeting and 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, then it shall fix date of hearing by the board not less three (3) weeks or more than six (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 hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses, if he/she 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 the complainant and defendant, the board may by 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 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 findings shall be put forth in written form and filed with the Secretary, in turn, shall notify each of the parties of the board's decision and penalty, if any.

Section 4. Expulsion. If, upon hearing all evidence, the Board deems suspension insufficient, it may also recommend 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 sixty (60) days but not earlier than thirty (30) days after the date of the board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/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 in his/her own behalf if he/she wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, then the board's suspension shall stand.

Article VII. Amendments.

Section 1. Amendments to the Constitution and By-Laws may be proposed by the Board of Directors of by written petition addressed to the Secretary signed by twenty (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 (3) months of the date when the petition was received by the Secretary.

Section 2. The Constitution and By-Laws may be amended by a two-thirds vote of the members present and voting at any regular or special meeting, called for that purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two (2) 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 two-thirds (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. 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:

- Roll Call

- Minutes of the last meeting

- Report of the President

- Report of the Secretary

- Report of the Treasurer

- Report of the Committees

- Election of Officers and Board (at Annual Meeting)

- Election of New Members

- Unfinished Business

- New Business

- Adjournment

Section 2. At meetings of the board, 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 the President

Report of the Secretary

Report of the Treasurer

Report of the Committees

Unfinished Business

New Business

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 applicable and in which they are not inconsistent with these By-Laws and any other special rules of order the Club may adopt.

Approved May 4, 2016