

CONSTITUTION AND BY-LAWS
COLUMBIA Missouri KENNEL CLUB, INC.

Revised 3/07

ARTICLE I
NAME AND OBJECTS

SECTION 1. The name of the Club shall be Columbia [Missouri] Kennel Club, Inc.

SECTION 2. The objects 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 interest of all breeds of pure-breed dogs and to encourage sportsmanlike competition at dog shows and obedience trials;
- c) to conduct sanctioned matches, dog shows and obedience trials and other such events under the rules and regulations of the American Kennel Club; and
- d) to devote all profits accruing to the Club to the above.

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 and under no circumstances pay a salary, fee, commission or dividend to any member.

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 objects BY-LAWS

ARTICLE I
MEMBERSHIP

SECTION 1. ELIGIBILITY.

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.

There shall be three types of membership

The three types are: Regular, Honorary and Junior

- a. Regular membership is open to all persons eighteen (18) years of age and older who are in good standing with American Kennel Club and who subscribe to the purposes of this Club. Regular members are entitled to all privileges including voting and office-holding
- b) The Club by majority vote may grant Honorary Lifetime membership to Club members who have been active adult members of the Club for at least twenty (20) years and who are in good standing with the American Kennel Club. Lifetime members are entitled to vote and hold office but are exempt from dues obligations.
- c) Children of members will be eligible as Junior members at no charge. Children whose parents are not members may be eligible for Junior member status for payment of \$3.00. Junior membership is open to persons 9 through 17 years of age. Juniors may not vote or hold office. They may automatically convert to regular membership upon reaching their 18th birthday

SECTION 2 MEMBERSHIP DUES

Annual membership dues will be established by the Board for approval by the General Membership at the annual meeting. Membership dues from Honorary Lifetime Members shall be waived. Dues are payable on or before the 1st day of November of each year. No member may vote whose dues are not paid for the current year. During the month of

September the Membership Chairman shall send to each member a statement of his dues for the ensuing year.

SECTION 3 ELECTION TO MEMBERSHIP

a) Each applicant for membership shall complete the application form approved by the Board of Directors, which shall provide the applicant agrees to abide by this Constitution and By-Laws and the rules [and regulations] of the American kennel Club.

The application shall state the name, address, telephone number and breed(s) of dog(s) of the applicant and shall carry the endorsement of two Club members (from different households). Accompanying the application shall be dues payment for the current year. Sponsors shall be members "in good standing."

b) Any dues received after November 1st and prior to August 1st from a new member are payment for the Club's current fiscal year. Dues received after August 1st shall be for the remainder of the Club's fiscal year and also for the following fiscal year.

Application Procedure:

1. All applications are to be filed with the Secretary or Membership Chairman and each applicant is to be published in the next Club publication after the application is received.

2. After submitting their application for membership, the prospective member shall attend at least two (2) Club functions for the purpose of introduction to the Club membership

3. Any current Club member who objects to the application of a prospective member must submit the objection in writing to the Club Secretary prior to the Board Meeting immediately following the first publication. The Board will investigate as they deem appropriate.

4. After the application criteria have been met, the prospective member's name shall be published for a second time and shall be submitted to the general membership to be voted on, by secret ballot, at the next regularly scheduled Club meeting.

5. The Board shall make a recommendation of approval or disapproval of the applicant to the general membership prior to the vote.

6. A 3/4 majority vote of the voting members present is required to accept the applicant to membership.

c) Applicants for membership who have been rejected by the Club may re-apply for membership six months after such rejection

SECTION 4 TERMINATION OF MEMBERSHIP

Membership 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. 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 lapsed and automatically terminated if member dues remain unpaid after February 1st of the current fiscal year; however, the Board may grant an addition 30 days of grace to such 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 by-laws.

ARTICLE II MEETINGS AND VOTING

SECTION 1 CLUB MEETINGS

Meetings of the Club shall be held within the greater Columbia area during the fourth week of the month in the months of January through October, except for the month of the annual picnic.

The date, time and place of such meeting shall be designated by the Board. The date, time and place of the November and December meetings shall also be designated by the Board. The quorum for such a meeting shall be 20% of the voting members in good standing.

Notice of each meeting must be sent by the Secretary at least 10 days prior to the date of the meeting.

E-Mail Notification for Board Meetings and General Club Meetings is permitted providing the member or board member has signed an authorization agreeing to this method of communication. Authorization for this shall be placed on the Membership application. Such authorization may be rescinded by written notification to the Secretary

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 (5) members of the Club who are in good standing. Such special meetings shall be held within the greater Columbia area and at such date, hour, and place as may be designated by the persons so authorized herein to call such meetings.

Electronic or written notice of such meetings shall be sent by the Secretary to the membership 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 there at. The quorum for such a meeting shall be 20% of the voting members in good standing.

SECTION 3 BOARD MEETINGS

Meetings of the Board of Directors shall be held within the greater Columbia area on the second week of the months January through October and the first week of the months of November and December at such date, hour, and place as may be designated by the President with concurrence of the Board of Directors. The quorum for such a meeting shall be a majority of the Board. Electronic or written notice of each such meeting shall be sent by the Secretary at least 5 days prior to the date of the meeting.

SECTION 4 SPECIAL BOARD MEETINGS

Special meetings of the Board may be called by the President, or by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be held within the greater Columbia area and at such date, hour, and place as may be designated by the person authorized here in to call such a meeting. Electronic or written notice of a special board meeting shall be sent by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting.

The Secretary shall state the purpose of the meeting and no other business shall be transacted there at. A quorum for such a meeting shall be a majority of the Board.

SECTION 5 VOTING

Each regular and honorary 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 the member is present. Proxy voting will not be permitted at any Club meeting or election.

**ARTICLE III
DIRECTORS AND OFFICERS**

SECTION 1 DIRECTORS AND BOARD MEMBERS

- a) The affairs and property of the corporation shall be controlled and directed by a Board of ten (10) Directors who shall be members of the corporation and who shall hold office for one year. Said Directors shall be elected by members of the corporation at its annual meeting as hereinafter provided.
- b) Officers and Board members of the Club shall be elected by the membership of the corporation at its annual meeting in October. The Club members shall elect a President, First Vice-President, Secretary and Treasurer. The four (4) officers shall also serve as members of the ten Board of Directors and at its annual meeting, the Club members shall elect six (6) additional Board of Directors one of whom shall be the AKC Delegate. The officers shall hold office for one year. Their tenure as officers begins at the start of the calendar year.

SECTION 2 OFFICERS

The Club's officers, consisting of the President, first 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. The Immediate Past President shall be a non voting member of the Board of Directors.

- a) The President shall preside at all meetings of the Club and the Board, and shall have the duties and powers normally pertinent to the office of President in addition to those particularly specified in these by-laws.
- b) The Vice-President shall have the powers and exercise the duties 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. The Secretary 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 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 monies due or belonging to the Club and issue a receipt therefore. The Treasurer shall deposit the same in a bank satisfactory to the Board in the name of the Club. All expenditures authorized by the Board shall be paid upon receipt of statement of monies due. All monies collected by any chairman will be turned into the Treasurer within thirty days.

The Treasurer's books shall be open at all times 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 or receipt or payment not before reported; and at the first Board meeting of the new fiscal year shall render an account of all monies received and expended during the previous fiscal year. The President and Treasurer shall be bonded by the Club for the duration of their term in office

The AKC Delegate shall be elected by the membership to a three (3) year term of office and subject to a vote of confidence annually. A vote of "no confidence" removes the individual from the position. Nominations for a replacement are taken at the next meeting and voted on at the meeting following. Duties include representing the Club at the quarterly AKC delegate meetings, act as liaison between the Club, its members and the

AKC, monthly written report for the newsletter and verbal reports at board and membership meetings

SECTION 3 VACANCIES

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 office of President shall be filled automatically the First 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, STANDING RULES

SECTION 1 CLUB YEAR

The Club's fiscal year shall begin on the 1st day of November and end on the 31st day of October. The Club's official year shall begin at the beginning of the calendar year.

SECTION 2 ANNUAL MEETING

The annual meeting shall be held in the month of October at which time directors and officers for the ensuing year shall be elected by secret written ballot from among those nominated in accordance with Section 5 of this Article. The newly elected officers and directors shall take office at the beginning of the new calendar year and each retiring officer shall turn over to their successor in office all properties and records relating to that office within 30 days of leaving office.

SECTION 3 PROXIES

Proxy voting will not be permitted at any Club meeting or elections.

SECTION 4 ELECTIONS

The nominated candidates for officers receiving a simple majority of votes cast shall be declared elected. If a majority is not received, a run-off election by secret ballot shall immediately be held between the candidates receiving the two highest vote totals with the winner being declared elected. The nominated candidates for the five (5) at-large positions and one Delegate position receiving the greatest number of votes shall be declared elected.

SECTION 5 NOMINATIONS

During the month of July, the Board shall select a Nominating Committee consisting of five (5) members of the Club and two (2) alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a Chairman for the Committee who shall call a committee meeting which shall be held on or before August 31st

The Committee shall nominate one candidate for each of the four (4) offices, i.e. President, First Vice-President, Secretary and Treasurer, and the five (5) candidates (six (6) when an AKC Delegate is being chosen) for the remaining Board positions, and immediately report their nominations to the Secretary in writing.

The Committee must obtain the consent of those nominated. There shall be only one member in an immediate family eligible to serve on the Board at any one time. Immediate family shall be defined as husband, wife, mother, father, brother, sister, including step and half relations, and in-laws.

- a. The Committee report should be sent to the Club Secretary who will be responsible for arranging publication of the report in or with the official Club newsletter. The Secretary shall notify each member electronically or in writing, of the nominating committee's slate *at least two weeks prior* to the September meeting.
- b. Additional nominations may be made at the September 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 their willingness to be a candidate. No person may be a candidate for more than one office. Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.
- c. The complete ballot shall be published prior to the October annual meeting in the Club's official publication.
- d. Officers nominated must have been a Club member for at least 24 consecutive months prior to the October annual meeting. The remaining Board members nominated must have been a Club member for at least 12 consecutive months prior to the annual October meeting.

SECTION 6 STANDING RULES

All standing rules shall be reviewed at the first regular meeting of the new fiscal year. A standing rule may be changed by a majority vote of the membership present at any regular meeting.

ARTICLE V COMMITTEES

SECTION 1 At its first or second meeting of each official year, the Board shall appoint the following committees:

- a) A Show Committee consisting of at least five members, will be in direct charge of and responsible for all phases of the Club's sanctioned matches and dog shows, subject to the final authority of the Board.
- b) An Audit Committee, consisting of 3 members will examine the records of the Treasurer for the fiscal year just completed. This committee shall meet during the first month of the new fiscal year. The committee will report its findings to the Club at the meeting following the audit. If the Board considers it necessary, a 30-day extension for audit may be granted.

SECTION 2 The Board may each year appoint standing committees to advance the work of the Club in such matters 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 3 Any committee or committee members appointed may be terminated by a majority vote of the full membership of the Board upon written notice to the appointees. The Board may appoint successors to those persons whose service has 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 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 \$10 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 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 if they wish.

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 assurance that the defendant may personally appear in their own defense and bring witnesses if they wish.

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 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 date of the hearing. And, if the Board 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 their 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 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 their own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and Board's findings and recommendations and shall invite the defendant, if present, to speak in their own behalf if they wish. The members shall then vote by secret written 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.

SECTION 5 RE-APPLICATION FOR MEMBERSHIP FOLLOWING EXPULSION

Once expelled from the Club, a member, if they so desire, may apply for re-admission as a new member, not earlier than two (2) years from the date of expulsion.

**ARTICLE VII
AMENDMENTS**

SECTION 1 AMENDMENTS MAY BE PROPOSED Amendments to the constitution and by-laws may be proposed by the Board of Directors or by written petition addressed

to the Secretary signed by twenty percent (20%) of the regular and/or honorary membership in good standing.

Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted in electronic or written form to the members by the Secretary with the recommendation of the Board for a vote within ninety (90) days of the date when the petition was received by the Secretary

SECTION 2 APPROVAL OF AMENDMENTS The constitution and by-laws may be amended by a 2/3 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 [sent] to each member at least fifteen (15) days prior to the date of the meeting. The vote shall be by secret ballot.

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

SECTION 1 DISSOLUTION The Club may be dissolved at any time by the written consent of not less than 2/3 of the regular members in good standing.

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, or 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 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 bylaws and any special rules of order the club may adopt At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be guided by these rules and shall be the following:

ARTICLE X ORDER OF BUSINESS

SECTION 1 At meetings of the membership, the order of business, unless otherwise directed by majority vote of those present, shall be the following:

- Roll Call
- Reading of the minutes of the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of 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, unless otherwise directed by majority vote or those present, shall be the following:

Roll Call

Reading of the minutes of the last meeting

Report of the Secretary

Report of the Treasurer

Report of Committees

Unfinished Business

New Business

Adjournment