

# CONSTITUTION

The **Bay De Noc Kennel Club** is officially associated with the United Kennel Club.

## ARTICLE 1 NAME AND OBJECTS

SECTION 1. The name of the club shall be Bay De Noc Kennel Club.

SECTION 2 The club shall follow all UKC rules and regulations pertaining to our events.

SECTION 3. The purpose of the club is to advance the welfare of dogs through education and training. The club will educate the public of responsible dog ownership through classes, lectures and demonstrations, and will offer activities such as dog shows and a therapy dog program to foster these goals and, 1.To hold licensed UKC events that will be run in accordance with all the rules, policies, and procedures of the United Kennel Club for any UKC event the club is licensed for. 2. To dismiss from our membership without hesitation those who violate these by-laws and the principles of good sportsmanship and fair and honest conduct. 3. The club will not hold any other registry's events on the same day/location as that of any UKC event without the prior approval of UKC. 4. No UKC licensed or provisional status club may be given /handed over to/acquired/ purchased by any other group or persons at any time, for any reason. The changing of officers or handing over any officer designation does not apply unless the club follows their normal election of officers as outlined in their Constitution & By-Laws. Upon the club voting to demise their club status with UKC (dissolved), UKC must receive in writing, a letter signed by all officers stating that the club is to be dissolved, and any/all assets are to be donated to dog related charities.

SECTION 4. No fighting of dogs is allowed, nor is the promoting of such activities allowed.

SECTION 5. The club shall not be conducted or operated for profit and no part of any profits or remainder of residue from dues or donations to the club shall inure to the benefit of any member or individual.

SECTION 6. The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

## BY LAWS ARTICLE 1 MEMBERSHIP

SECTION 1. Membership Eligibility Membership is offered to all persons who subscribe to the purpose of this club.

There will be three types of membership Gold Membership, Basic Membership, and Junior Membership. Gold and Basic will be offered as either a Single membership for those 18 and older or Household membership which can include two adults and children under 18 that live in the same house. However no person shall be refused entry or membership on a basis of race, color, creed, religion, gender, age, or national origin.

A. Basic membership, single or household entitles the member(s) to reduced rates for all clinics, classes, seminars, and club activities. They have limited access to the building as set forth by the voting membership. No voting rights.

B. Gold Membership requires a set amount of work hours per year in addition to dues. Dues and volunteer hours are determined by voting membership. Gold Members will have full voting rights (must be 18 to vote) and may use the building accompanied by a Gold Member in good standing. After new Gold Member has completed the required work hours they have full use of the building, a determined percentage off of clinics, classes, seminars, and club activities.

C. Junior membership (open to persons under 18 years of age.

D. Membership shall be unrestricted as to residents.

SECTION 2. Dues. The dues for the types of members of this Club will be in the amount decided upon by the membership and will be due and payable on September 1 of each year. No member may vote whose dues are not paid for the current year. Dues will be considered delinquent if not paid by September 30.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a membership application form that has been approved by the membership and shall include the number of hours of required service. The application shall provide the applicant a choice of membership type. The applicant must agree to abide by this constitution and bylaws. The application shall state the name and address of the applicant and accompanying the application the prospective member shall submit dues 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. At the next club meeting the application will be voted upon and affirmative votes of 2/3 of the members present 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. Membership may be terminated;

(a) by 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 1<sup>st</sup> day of October.

(b) by lapsing. A membership will be considered as lapsed and automatically terminated if such members dues remain unpaid 60 days after September 30th; however, the board may grant an additional 30 days grace to the delinquent member 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.

© by expulsion. A membership may be terminated by expulsion provided in Article VI of these bylaws.

## ARTICLE II MEETINGS AND VOTING

SECTION 1. Club meetings. Meetings of the club shall be held each month at such an hour and place as may be designated by the Board of Directors. The quorum for such meetings shall be 10% of the members.

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 who are in good standing. Such special meetings shall be held at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written, telephone or email notification of such a meeting shall be given 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 10% of the members. However, if a matter which is not stated in the notice of the meeting is brought up and acted upon at a meeting, the action shall be valid unless objected to for reason of lack of notice.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held each month at such hour and place as may be designated by the Board. Written, telephone or email notification of each meeting shall be given 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 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 at such place, date and hour as may be designated by the person authorized herein to call such meeting. Written, telephone or email notification of such meeting shall be given by the Secretary at least 5 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. A quorum for such a meeting shall be a majority of the Board.

SECTION 5. Voting. All members 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 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 officers, all of whom shall be members in good standing and all of whom shall be elected for one year terms at the clubs 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. Officers. The Club's officers, consisting of the President, Vice President, Secretary, Treasurer and (3) Three Directors, 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 shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.

(b) The Vice President shall have the duties and exercise the powers of President in case of the President's death, absence or incapacity.

© 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 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 bylaws. The Secretary will send in a new membership list by December 31 of each year to the United Kennel Club.

(d) The Treasurer shall collect and receive all monies 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 of the Board and a report shall be given at every meeting 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.

(e) Three (3) directors shall attend all meetings, break ties and serve on Committees as needed.

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 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 I. Club Year. The club's fiscal year shall begin on the first day of September and end on the last day of August. 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 from those nominated in accordance with Section 4 of this Article. They shall take office the month following and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be elected.

SECTION 4. Nominations. No person may be a candidate in a club election who has not been nominated. During the month of October, nominations from the floor shall be accepted.

## 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 upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

## ARTICLE VI ETHICS

SECTION 1. Spay and Neuter. It is recommended that all future and existing members will spay or neuter dogs of mixed breeding or dogs unable to be registered through a recognized breed association. The Bay De Noc Kennel club strongly urges that this be done by the time the dog is two years (2) old, except in extenuating circumstances.

## ARTICLE VII DISCIPLINE

SECTION 1. Suspension. Any member, who is suspended from the privileges of The United Kennel Club, automatically shall be suspended from the privileges of this club for a like period.

SECTION 2. 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 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. The rules regarding expulsion shall be reasonable, germane to the purposes of the Corporation, and equally enforced as to all members. The rules of evidence shall not apply. Reasonable evidence shall be required for expulsion. The President shall read the charges and the Board's findings 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 two thirds vote of those present and voting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

## ARTICLE VIII AMENDMENTS

SECTION 1. Amendments to the constitution and bylaws may be proposed by the Board

of Directors or by written petition addressed to the Secretary signed 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 recommendation 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 vote of the members present and voting at any regular meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and given to each member at least two weeks prior to the date of the meeting.

SECTION 3 No changes in the constitution and bylaws will be permitted without prior approval from UKC, before implementation can be made.

## ARTICLE IX DISSOLUTION

SECTION 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. On dissolution of the Corporation, after paying or providing for the payment of all of the liabilities of the Corporation, the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of IRC 501 (c) (3), or the corresponding section of any future federal tax code.

## ARTICLE X ORDER OF BUSINESS

SECTION 1. At meetings of the club or board of directors the order of business unless otherwise directed by a majority vote of those present shall be as follows.

SECTION 2. At meeting of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business
- New business
- Adjournment

## ARTICLE XI 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 other special rule of order the Club may adopt.

ARTICLE XII  
INDEMNIFICATION

The club, to the fullest extent permitted by law, may indemnify each person who is or was a Board member, officer, employer, agent or member of the club.

- (a) The Board shall have the right to cause the club to indemnify any person who was or is a party or is threatened to be made a party to any Threatened, pending, or completed action suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the club), by reason of the fact that the person is or was a Board member, officer, employee, agent or member of the club, or is or was serving at the request of the club as a Board member, officer employee, agent. or member of another club, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees) judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interested of the club or its members, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful The termination of any action, suit, or proceeding by judgment, order settlement, conviction, or on a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interest of the club or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
- (b) The Board shall have the right to cause the club to indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the club to procure a judgment in its favor by reason of the fact that he or she is or was a Board member, officer, employee, agent, or member of the club, or is or was serving at the request of the club as a Board member, officer, employee, agent, or member of another club, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees) actually and reasonably incurred by the person in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the club or its members and except that no indemnification shall be made in respect to any claim, issue or manner for which the person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the club, unless and only to the extent that the court in which the action or suit was brought shall determine on application that, despite the adjudication of liability, in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that the court shall deem proper.
- (c) Any indemnification under Article XI may be made by the club pursuant to an order by a court or on a determination that indemnification of the Board member, officer, employee, agent, or member is proper in the circumstances because he or she has met the applicable standard of conduct set forth in sections (a)–(b). Such determination shall be made in one of the following ways:
  - (1) By the Board by unanimous vote of the Board members who were not parties to the action, suit, or proceeding.
  - (2) By independent legal counsel in a written opinion, if the quorum is not obtainable, or

even if obtainable, when a quorum of disinterested Board members so directs.

(3) By majority vote of all disinterested members.

- (d) Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections (a)–(b) may be paid by the club in advance of the final disposition of the action, suit or proceeding as authorized in the manner provided in section (c) on receipt of an undertaking by or on behalf of the Board member, officer, employee agent, or member to repay the amount unless it is ultimately determined that the person is entitled to be indemnified by the club.
- (e) The indemnification provided in this section may extend, if the Board members or member so chosen to a person who has ceased to be a Board member, officer, employee, or agent, and in that case shall inure to the benefit of the heirs, executors, and administrators of that person.
- (f) The Board members of the club shall have the authority to purchase and maintain insurance on behalf of any person who is or was a Board member, officer, employee, agent, or member of the club or is or was serving a the request of the club as a Board member, officer, employee, or agent of another club, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by the person in any such capacity or arising out of his or her status as such, whether or not the club would have the power to indemnify the person against such liability under section (a)-(b).
- (g) For the purpose of this article, references to the club include all constituent clubs absorbed in a consolidation or merger and the resulting or surviving club, so that a person who is or was a Board member, officer, employee, or agent of the constituent club or is or was serving at the request of the constituent club as a Board member, officer, employee, or agent of another club, partnership, joint venture, trust, or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving club as he or she would if he or she had served the resulting club in the same capacity.
- (h) The foregoing right of indemnification shall be in addition to, and not inclusive of, all other rights to which the Board member, officer, employee agent or member may be entitled.

### AMENDMENTS

AMENDMENT 1. Advertisements. The Bay De Noc Kennel Club’s name shall not be used in any advertisement by any member for their own personal use.

AMENDMENT 2. Major changes or improvements in the building shall be brought before the membership, except in cases of emergency or safety. Regular maintenance will be under the control of club officers and board of directors.

President: \_\_\_\_\_

Date: \_\_\_\_\_